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Proposed Attorneys for Chapter 11 Debtor and Debtor In Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA

In re

Case No. 22-02384-11

BORREGO COMMUNITY HEALTH FOUNDATION.

Chapter 11 Case

Debtors and Debtors In Possession.

**DEBTOR'S APPLICATION TO
EMPLOY DENTONS US LLP AS
DEBTOR'S CHAPTER 11
BANKRUPTCY COUNSEL**

DECLARATION OF SAMUEL R. MAIZEL

Judge: Honorable Laura S. Taylor

APPLICATION

Borrego Community Health Foundation (the “Debtor”), the debtor and debtor in possession in the above-captioned chapter 11 bankruptcy case (the “Case”), hereby submits this application (“Application”), to employ the law firm of Dentons US LLP (“Dentons”) as its chapter 11 bankruptcy counsel, effective as of the Petition Date (defined below), pursuant to § 327(a) of title 11 of the United States Code (the “Bankruptcy Code”),¹ with compensation determined pursuant to §§ 330 and 331. In

¹ All references to “§” or “sections” herein are to sections of the Bankruptcy Code, 11 U.S.C. § 101 et seq., as amended.

1 support of the Application, the Debtor (i) concurrently herewith submits the
2 Declaration of Samuel R. Maizel (the “Maizel Declaration”), (ii) a proposed form of
3 order attached hereto as **Exhibit D**, and (iii) incorporates by reference the previously
4 filed *Declaration of Isaac Lee, Chief Restructuring Officer, in Support of Debtor’s*
5 *Emergency First Day Motions* [Docket No. 7] (the “Lee Declaration”). In further
6 support of the Application, the Debtor hereby states as follows:

7 **I.**

8 **JURISDICTION**

9 The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and
10 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The venue of this
11 Case is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

12 **II.**

13 **STATEMENT OF FACTS**

14 **A. GENERAL BACKGROUND**

15 1. On September 12, 2022 (“Petition Date”), the Debtor filed a voluntary
16 petition for relief under chapter 11 of the Bankruptcy Code.

17 2. The Debtor is a nonprofit federally qualified health center (“FQHC”) that
18 provides health care services to low income and rural patients (collectively,
19 “Patients”) in San Diego and Riverside Counties through a system of eighteen clinics,
20 two pharmacies, and six mobile units. In 2021, the Debtor provided approximately
21 386,000 patient care visits to over 94,000 patients. The Debtor’s services include
22 comprehensive primary care, urgent care, behavioral health, dental services, specialty
23 care, transgender health, women’s health, prenatal care, veteran’s health, chiropractic
24 services, tele-health, and pharmacy.

25 3. FQHCs are federally designated entities that receive higher state
26 payments to provide health care services to poor and rural families and families with
27 incomes below 200% of the poverty level. As an FQHC, the Debtor strives to deliver

1 high quality, comprehensive, compassionate primary health care to people in the
2 surrounding area, regardless of ability to pay.

3 4. Additional background regarding the Debtor, including an overview of
4 the Debtor's business and additional events leading up to this Case, is set forth in the
5 Lee Declaration.

6 5. Since the commencement of the Case, the Debtor has been operating its
7 business as debtor in possession pursuant to §§ 1107 and 1108 of the Bankruptcy
8 Code.

9 6. On September 26, 2022, the Office of the United States Trustee
10 appointed an Official Committee of Unsecured Creditors [Docket No. 49].

11 **B. RELEVANT BACKGROUND TO THE APPLICATION**

12 7. Prior to the commencement of the Case, the Debtor retained Dentons to
13 advise it in connection with its financial condition, including a potential chapter 11
14 filing. Pursuant to § 327 of the Bankruptcy Code, the Debtor desires that Dentons
15 continue representing it in its Case as its general chapter 11 bankruptcy counsel. The
16 Debtor requires the continued services of general chapter 11 bankruptcy counsel in
17 order to satisfy the requirements of the Bankruptcy Code and the requirements set by
18 the Office of the United States Trustee while operating in chapter 11. A true and
19 correct copy of the engagement agreement by and between the Debtor and Dentons is
20 attached hereto as Exhibit A (the “Engagement Agreement”).

21 *i. Proposed Retention of Dentons*

22 8. It is and has been necessary and essential that the Debtor employ Dentons
23 to provide legal services in this Case, including, but not limited to, the following
24 services:

- 25 i. to advise the Debtor with respect to the requirements of the
26 Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Court,
27 and the Office of the United States Trustee, as they pertain to the
28 Debtor;

- 1 ii. to advise, consult with, and assist the Debtor with regard to any
2 plan of reorganization or liquidation, if necessary, any asset sale,
3 or any other means of satisfying creditors' claims, including to
4 bring and prosecute a motion under § 363 of the Bankruptcy Code
5 to sell the Debtor's assets;
- 6 iii. to evaluate, object to, or otherwise resolve claims against the
7 Debtor's estate;
- 8 iv. to advise the Debtor with respect to executory contracts and
9 unexpired leases and, where appropriate, to assist the Debtor to
10 assume or reject such executory contracts and unexpired leases;
- 11 v. to commence, prosecute, and defend suits and adversary
12 proceedings arising out of or relating to this Case, and relating to
13 assets of the Debtor's estate;
- 14 vi. to advise the Debtor with respect to rights and remedies of the
15 Debtor's bankruptcy estate and the rights, claims and interests of
16 its creditors;
- 17 vii. to represent the Debtor in hearings and all contested matters before
18 this Court;
- 19 viii. to assist in and render advice with respect to the preparation of
20 contracts, monthly operating reports, accounts, applications, and
21 orders; and
- 22 ix. to advise, consult with, and otherwise represent the Debtor in
23 connection with such other matters as may be necessary for the
24 duration of this Case.

25 9. The Debtor proposes to retain multiple professionals in this Case. Each
26 retention is necessary to the success of this chapter 11 process and there will be no
27 duplication of services.

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LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

1 ii. ***Proposed Compensation of Dentons***

2 10. The Debtor desires to employ Dentons on an hourly basis. Dentons will
3 submit for the approval of the Court periodic fee applications and requests for
4 authorization for payment of fees and costs in accordance with fee application
5 procedures as may be approved in the Case based upon the normal hourly rates of the
6 attorneys and paraprofessionals who provide services in this matter. Dentons agrees
7 not to accept compensation for services rendered in this Case except upon order of
8 the Court in accordance with fee application procedures as may be adopted in this
9 Case after noticed hearing. The current hourly rates for attorneys and
10 paraprofessionals of Dentons expected to work on this matter are reflected in the
11 Maizel Declaration. However, in light of the Debtor's nonprofit status and charitable
12 mission, Dentons has agreed to cap its hourly fees at \$800 per hour and reduce the
13 hourly rate of professionals billing under \$800 per hour by 10%. Moreover, Dentons
14 has agreed not to bill for non-working travel time.

15 iii. ***Dentons' Qualifications***

16 11. The Debtor has selected Dentons and its lawyers because of their
17 extensive experience in the restructuring and bankruptcy representation of entities in
18 the healthcare industry. Dentons routinely represents corporate debtors, creditors'
19 committees, court-appointed fiduciaries, banks and other secured creditors, trade
20 creditors, asset purchasers, and other parties in interest. Dentons has extensive
21 expertise in chapter 11 bankruptcies, with an emphasis in the healthcare context. For
22 example, since 2017 Dentons has represented Verity Health System of California, Inc,
23 Astria Health System, Gardens Regional Hospital and Medical Center, Inc., Air Force
24 Village West, Inc., West Contra Costa Healthcare District, and American Hospice
25 Management Holdings, LLC, all healthcare industry entities, in their chapter 11 cases.
26 The Debtor submits that the ability to draw on such experience makes Dentons
27 especially qualified to serve as its chapter 11 bankruptcy counsel. A copy of Dentons'
28 "Firm Resume" is attached hereto as **Exhibit C**.

1 ***iv. Dentons' Rule 2016 Disclosure Statement and Retainer***

2 12. As discussed above, prior to the Petition Date, the Debtor contracted with
3 Dentons to advise it in connection with its financial condition, debtor/creditor rights
4 issues, and a possible chapter 11 filing. A Disclosure of Compensation of Attorney
5 for Debtor ("Disclosure Statement") has been separately submitted, and is attached to
6 hereto as **Exhibit B**. Prior the Petition Date, the Debtor paid Dentons a total of
7 \$616,196.85 in fees and costs for various pre-petition legal services, including tasks
8 related to the filing of this Case, including the Debtor's first day motions and related
9 activities. In addition, the Debtor paid Dentons a \$550,000.00 retainer for services to
10 be provided from and after the Petition Date. This retainer remains on deposit in
11 Dentons' client trust account.

12 ***v. Disclosure of Dentons' Relationships with the Debtor***

13 13. To the best of the Debtor's knowledge, none of the partners, associates,
14 or paraprofessionals of Dentons have any connection with the Debtor, other than as
15 disclosed in the Maizel Declaration. To the best of its knowledge, Dentons does not
16 presently represent any interest adverse to the Debtor in regard to the matters with
17 which it is to be employed in this Case.

18 14. At this time, only the disclosures in the Maizel Declaration have been
19 identified as potential disclosures regarding the Debtor. The Debtor shall obtain
20 outside counsel to represent the Debtor if legal representation is required and as
21 applicable.

22 ***vi. Dentons' Connections with Potential Claimants***

23 15. Pursuant to Bankruptcy Rule 2014(a), Dentons must disclose in this
24 Application the connections between it and the Debtor and any potential conflicts of
25 interest. Those connections are disclosed in the Maizel Declaration.

26 16. From time to time, attorneys at Dentons have represented parties in
27 unrelated matters who also have claims against the Debtor.

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1 17. In any case where a Dentons attorney currently is representing a party,
2 in an unrelated matter, who also asserts a claim against the Debtor, if legal
3 representation is required, that matter shall be referred to an outside attorney who
4 shall represent the Debtor.

5 18. In any case where a Dentons attorney previously has represented a party
6 who is asserting a claim against the Debtor, a waiver from both the Debtor and the
7 claimant shall be sought. If obtained, Dentons attorneys will represent the Debtor. If
8 waivers are not obtained, outside counsel shall be obtain who shall represent the
9 Debtor.

10 19. In no case will a Dentons attorney represent anyone against the Debtor.

11 ***vii. Representations and Disclosures Pursuant to Bankruptcy Rule 2014***

12 20. Dentons has not received any lien or other interest in property of the
13 Debtor or of any third party to secure payment of Dentons' fees or expenses in this
14 Case.

15 21. Dentons has no prepetition claim against the Debtor.

16 22. Dentons has neither shared nor agreed to share any of the compensation
17 it receives from this case with any person other than to share this compensation among
18 its partners, associates and employees.

19 23. Dentons is not a creditor, an equity security holder or an insider of the
20 Debtor.

21 24. Neither Dentons nor any member of Dentons has ever been a director,
22 officer or employee of the Debtor or of any investment banker for any security of the
23 Debtor.

24 25. To the best of Dentons' knowledge, except as set forth in the Maizel
25 Declaration, Dentons does not hold or represent any interest materially adverse to any
26 class of creditors or equity security holders, by reason of any direct or indirect
27 relationship to, connection with, or interest in, the Debtor or an investment banker for
28 any security of the Debtor, or for any other reason.

1 26. Neither Dentons nor any of its shareholders, associates, or employees
2 has any interest in or connection with the Debtor, any creditors of the Debtor, the
3 Office of the United States Trustee, any person employed by the Office of the United
4 States Trustee, or any other party in interest, including their respective attorneys and
5 accountants, other than as disclosed in the Maizel Declaration.

6 27. In addition, no shareholder or employee of Dentons holds or represents
7 any interest adverse to the Debtor's estate, and Dentons is "disinterested" within the
8 meaning of § 327(a) of the Bankruptcy Code.

9 ***viii. Representations and Disclosures Pursuant to UST Guidelines***

10 28. Dentons will comply with the guidelines for "large" chapter 11 cases, as
11 set forth in *Appendix B Guidelines for Reviewing Applications for Compensation and*
12 *Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger*
13 *Chapter 11 Cases.*

14 **III.**

15 **DISCUSSION**

16 Section 327(a) of the Bankruptcy Code authorizes a debtor-in-possession, with
17 Court approval, to employ one or more professionals, including legal professionals,
18 to aid it in carrying out its duties under the Bankruptcy Code. *See* 11 U.S.C. § 327(a).
19 As set forth above, the Debtor requires the continued services of general chapter 11
20 bankruptcy counsel in order to satisfy the requirements of the Bankruptcy Code and
21 the requirements set by the Office of the United States Trustee while operating in
22 chapter 11. As set forth herein and in the Maizel Declaration, Dentons is well-
23 positioned to render these services. As such, the Debtor seeks to employ and retain
24 Dentons as its chapter 11 bankruptcy counsel pursuant to § 327(a) of the Bankruptcy
25 Code, on the terms set forth herein, in the Maizel Declaration, and in the Engagement
26 Agreement, and to compensate Dentons in accordance with § 330(a) of the
27 Bankruptcy Code, as set forth herein, in the Maizel Declaration, and in the

1 Engagement Agreement. The Debtor respectfully requests that the relief requested
2 herein be approved.

3 **IV.**

4 **COMPLIANCE WITH THE LOCAL RULES**

5 Pursuant to Rule 2014-1(a) of the Local Bankruptcy Rules and Administrative
6 Procedures for the United States Bankruptcy Court for the Southern District of
7 California (the “Local Rules”), this Application is filed within 30 days from the
8 Petition Date and is supported by a sworn statement of disinterestedness, contained in
9 the Maizel Declaration. Pursuant to Local Rule 2014-1(c), the Debtor has submitted
10 this Application to the Office of the United States Trustee as provided in Local Rule
11 9034-1. The Debtor has also provided notice of this Application to the parties
12 appearing on the Proof of Service relating to this Application. The Debtor submits
13 that, in light of the nature of the relief requested, no other or further notice is necessary
14 or required. Pursuant to Local Rule 2014-1(d), a copy of the Engagement Agreement,
15 which provides for the retainer discussed above, is attached hereto as **Exhibit A**.

16 **V.**

17 **CONCLUSION**

18 WHEREFORE, the Debtor respectfully requests that the Court enter an order
19 (i) authorizing Dentons’ employment as bankruptcy counsel to the Debtor, effective
20 as of the Petition Date, pursuant to § 327(a) of the Bankruptcy Code, with
21 compensation determined pursuant to §§ 330 and 331 of the Bankruptcy Code, upon
22 the terms and conditions set forth above and in the Engagement Agreement, and (ii)
23 granting such other and further relief warranted under the circumstances.

1 Dated: October 12, 2022
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BORREGO COMMUNITY HEALTH
FOUNDATION

3 By: Isaac Lee
4 Isaac Lee
5 Chief Restructuring Officer
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DECLARATION OF SAMUEL R. MAIZEL

I, Samuel R. Maizel, submit this Declaration in support of the *Debtor's Application to Employ Dentons US LLP as Debtor's Chapter 11 Bankruptcy Counsel* (the "Application"), and hereby state and declare as follows:

1. I am an individual over the age of majority and am competent to testify as to the facts set forth in this declaration. If called upon to testify, I could and would testify to the facts set forth herein. I am authorized by the Debtor to submit this declaration.

2. I am an attorney at law, and am admitted to practice in the State of California. I am a shareholder with the law firm of Dentons US LLP (“Dentons”). I am authorized to make this declaration on behalf of Dentons.

3. Prior to the commencement of this Case, the Debtor retained Dentons to advise it in connection with its financial condition, including a potential a possible chapter 11 filing. Pursuant to § 327 of the title 11 of the United States Code (the “Bankruptcy Code”), the Debtor desires that Dentons continue representing it in its Case as its general chapter 11 bankruptcy counsel. The Debtor requires the continued services of general chapter 11 bankruptcy counsel in order to satisfy the requirements of the Bankruptcy Code and the requirements set by the Office of the United States Trustee while operating in chapter 11. A true and correct copy of the engagement agreement by and between the Debtor and Dentons is attached hereto as Exhibit A (the “Engagement Agreement”).

4. The Debtor has selected Dentons and its lawyers because of their extensive experience in the restructuring and bankruptcy representation of entities in the healthcare industry. Dentons routinely represents corporate debtors, creditors' committees, court-appointed fiduciaries, banks and other secured creditors, trade creditors, asset purchasers, and other parties in interest. Dentons has extensive expertise in chapter 11 bankruptcies, with an emphasis in the healthcare context. For example, since 2017 Dentons has represented Verity Health System of California, Inc,

1 Astria Health System, Gardens Regional Hospital and Medical Center, Inc., Air Force
2 Village West, Inc., West Contra Costa Healthcare District, and American Hospice
3 Management Holdings, LLC, all healthcare industry entities, in their chapter 11 cases.
4 The Debtor submits that the ability to draw on such experience makes Dentons
5 especially qualified to serve as its chapter 11 bankruptcy counsel. A copy of Dentons'
6 "Firm Resume" is attached hereto as **Exhibit C**.

7 5. The current hourly rates for attorneys and paraprofessionals of Dentons
8 expected to work on this matter are shown below. However, in light of the Debtor's
9 nonprofit status and charitable mission, Dentons has agreed to cap its hourly rates at
10 \$800 per hour and to reduce the hourly rate of professionals billing below \$800 per
11 hour by 10%, as well as to not bill for non-working travel time.

- 12 a. Partners: \$535.00 to \$1,385.00
13 b. Of Counsel: \$725.00 to \$1,260.00
14 c. Associates: \$420.00 to \$730.00
15 d. Paralegals: \$360.00 to \$380.00

16 6. Dentons will work with the other professionals retained by the Debtor in
17 this Case to ensure there is no duplication of services.

18 7. As discussed above, prior to the commencement of this Case, the Debtor
19 engaged Dentons to advise it in connection with its financial situation, including a
20 possible chapter 11 filing. A Disclosure of Compensation of Attorney for Debtor
21 ("Disclosure Statement") has been separately submitted, and is attached hereto as
22 **Exhibit B**. Prior to the commencement of this Case, the Debtor paid Dentons a total
23 of \$616,196.85 in fees and costs for various pre-petition legal services, including tasks
24 related to the filing of this Case, including the Debtor's first day motions and related
25 activities. In addition, the Debtor paid Dentons a \$550,000.00 retainer for services to
26 be provided from and after the Petition Date. This retainer remains on deposit in
27 Dentons' client trust account.

1 8. Neither Dentons nor any of its shareholders, associates, or employees
2 has any interest in or connection with the Debtor, any creditors of the Debtor, the
3 Office of the United States Trustee, any person employed by the Office of the United
4 States Trustee, or any other party in interest, including their respective attorneys and
5 accountants, other than as disclosed herein. In addition, no shareholder or employee
6 of Dentons holds or represents any interest adverse to the Debtor's estate, and Dentons
7 in "disinterested" within the meaning of § 327(a) of the Bankruptcy Code.

8 9. A search of Dentons' connections with creditors and other parties in
9 interest of the Debtor disclosed the following connections in unrelated matters:
10 Ricoh, USA; Gallagher Benefit Services, Inc.; Naavex Global, Inc.; Cloudmed, LLC;
11 Colonial Life & Accident Insurance Co.; Office Depot BSD; Theracom, LLC; ADT;
12 AT&T Inc.; Athens Services; Cox Communications, Inc.; DirectTV, LLC; Frontier
13 Communications; Republic Services, Inc.; T-Mobile; Verizon Wireless; and Waste
14 Management, Inc.. Dentons search for connections is ongoing and a supplemental
15 declaration will be filed if necessary.

16 10. To the best of Dentons' knowledge, none of the partners, associates, or
17 paraprofessionals of Dentons have any connection with the Debtor, other than as
18 disclosed herein. To the best of its knowledge, Dentons does not presently represent
19 any interest adverse to the Debtor in regard to the matters with which it is to be
20 employed in this Case.

21 11. At this time, only the disclosures herein have been identified as potential
22 disclosures regarding the Debtor. The Debtor shall obtain outside counsel to represent
23 the Debtor if legal representation is required and as applicable.

24 12. Pursuant to Bankruptcy Rule 2014(a), Dentons must disclose the
25 connections between it and the Debtor and any potential conflicts of interest. Those
26 connections are disclosed herein.

27 13. From time to time, attorneys at Dentons have represented parties in
28 unrelated matters who also have claims against the Debtor.

1 14. In any case where a Dentons attorney currently is representing a party,
2 in an unrelated matter, who also asserts a claim against the Debtor, if legal
3 representation is required, that matter shall be referred to an outside attorney who
4 shall represent the Debtor.

5 15. In any case where a Dentons attorney previously has represented a party
6 who is asserting a claim against the Debtor, a waiver from both the Debtor and the
7 claimant shall be sought. If obtained, Dentons attorneys will represent the Debtor. If
8 waivers are not obtained, outside counsel shall be obtain who shall represent the
9 Debtor.

10 16. In no case will a Dentons attorney represent anyone against the Debtor.

11 17. Dentons has not received any lien or other interest in property of the
12 Debtor or of any third party to secure payment of Dentons' fees or expenses in this
13 Case.

14 18. Dentons has no prepetition claim against the Debtor.

15 19. Dentons has neither shared nor agreed to share any of the compensation
16 it receives from this case with any person other than to share this compensation among
17 its partners, associates and employees.

18 20. Dentons is not a creditor, an equity security holder or an insider of the
19 Debtor.

20 21. Neither Dentons nor any member of Dentons has ever been a director,
21 officer or employee of the Debtor or of any investment banker for any security of the
22 Debtor.

23 22. To the best of Dentons' knowledge, except as set forth herein, Dentons
24 does not hold or represent any interest materially adverse to any class of creditors or
25 equity security holders, by reason of any direct or indirect relationship to, connection
26 with, or interest in, the Debtor or an investment banker for any security of the Debtor,
27 or for any other reason.

1 23. Neither Dentons nor any of its shareholders, associates, or employees
2 has any interest in or connection with the Debtor, any creditors of the Debtor, the
3 Office of the United States Trustee, any person employed by the Office of the United
4 States Trustee, or any other party in interest, including their respective attorneys and
5 accountants, other than as disclosed in the Maizel Declaration.

6 24. In addition, no shareholder or employee of Dentons holds or represents
7 any interest adverse to the Debtor's estate, and Dentons is "disinterested" within the
8 meaning of § 327(a) of the Bankruptcy Code.

9 25. Dentons will comply with the guidelines for "large" chapter 11 cases, as
10 set forth in *Appendix B Guidelines for Reviewing Applications for Compensation and*
11 *Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger*
12 *Chapter 11 Cases.*

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(213) 623-9300

1 I declare under penalty of perjury that, to the best of my knowledge and after
2 reasonable inquiry, the foregoing is true and correct.

3
4 Dated: October 12, 2022

DENTONS US LLP

6 By: /s/ Samuel R. Maizel
7 Samuel R. Maizel
8 Partner

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1 **EXHIBIT A**

2 **(Engagement Agreement)**

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May 31, 2022

VIA EMAIL

dhabig@borregohealth.org

PRIVILEGED AND CONFIDENTIAL

Douglas B. Habig
Chief Legal Officer
Borrego Community Health Foundation
21200 Todd Valley Rd., Unit 152
Foresthill, CA. 95631-9514

Re: Engagement Agreement

Dear Mr. Habig:

Thank you for choosing Dentons US LLP to advise Borrego Community Health Foundation (the "Client") in the matter described below. The purpose of this Engagement Letter, as well as the associated Terms of Business, is to set forth the Engagement Agreement by which Dentons US LLP will represent the Client.

Scope of Representation. We have agreed to provide legal services to the Client in connection with an restructuring of the Client's financial situation, including but not limited to an out-of-court restructuring or a formal legal proceeding, if required.

Terms of Business. Attached is a copy of our Terms.

Our Team and Charges Although Tania Moyron and I will be principally responsible for this engagement, other lawyers and professionals may be involved. Our fees will be based on the time devoted to the representation, and the billing rates charged by each timekeeper. Currently, our standard hourly charges range from \$195 to \$1,240 per hour depending on the lawyer's or professional's experience. For example, my time is billed at \$1020 per hour and Tania's is billed at \$830 per hour. For purposes of this representation, we will cap our hourly rates at \$800 per hour and agree to a 10% reduction in our standard hourly rates for attorneys billing at less than \$800 per hour. Additionally, we will not bill for non-working travel fees or expenses. Our representation of the Client also will involve costs, which are reviewed in the Terms.

Retainer. The Client agrees to pay us a retainer of \$100,000 and consents to the deposit of the retainer in our general funds in any jurisdiction in which we maintain an office, as opposed to a separate account. We will charge our fees against the retainer and credit them on our billing statements. In the event our fees exceed the amount of the retainer deposited with us or the retainer drops below \$30,000, we will bill you for, and you agree to pay, the excess. You also agree to promptly restore the principal amount of the retainer to \$100,000 if the amount of the retainer drops below \$30,000. Any unused portion of the retainer will be refundable at the conclusion of our services.

Conflicts. Our Terms include provisions regarding conflicts. In addition, we represent many health care industry entities in unrelated matters. Although we do not believe these other representations creates a

conflict of interest or will interfere with our ability to represent you, this other work may create a business conflict. This Letter will confirm in writing your informed consent to and waiver of any such conflict.

Right to Arbitration. You have the right to elect arbitration under the procedures set out in the California Business and Professions Code Section 6200, et seq. Those procedures permit a trial after arbitration, unless the parties agree in writing after the dispute has arisen to be bound by the arbitration award.

* * *

Please indicate your agreement on behalf of the Client to the Letter and Terms by executing a copy of this Letter in the space provided below and returning it. A facsimile or scanned copy delivered via email are as acceptable as an original. We appreciate prompt receipt of an executed copy, but will commence work based on the understandings contained in this letter prior to our receipt of your signature. Of course, please contact me if you have any questions about anything in this Letter or the Terms, or with respect to any aspect of our representation of the Client.

Again, we are very pleased to have this opportunity to be of service and to work with you on this matter.

Sincerely,

Dentons US LLP



By: Samuel R. Maizel
 Partner

Enclosure *Terms of Business*

Agreement and Acceptance

The undersigned hereby acknowledges and agrees that he or she has reviewed and understands the terms and conditions of this Letter and the Terms. The undersigned further agrees and accepts these provisions, including, but not limited to, all disclosures regarding conflicts of interest, and hereby waives any conflict or potential conflict of interest as set forth therein.

Borrego Community Health Foundation

By: 
Douglas B. Habig
Chief Legal Officer

Date: 6/1/22

1 **EXHIBIT B**

2 **(Disclosure Statement)**

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DENTONS US LLP

SAMUEL R. MAIZEL (Bar No. 189301)

TANIA M. MOYRON (Bar No. 235736)

601 South Figueroa Street, Suite 2500

Los Angeles, California 90017-5704

Proposed Attorneys for the Chapter 11 Debtor and Debtor in Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA

325 West F Street, San Diego, California 92101-6991

In Re

BORREGO COMMUNITY HEALTH FOUNDATION

BANKRUPTCY NO. 22-02384

Debtor.

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Federal Rule of Bankruptcy Procedure 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	Payment of Firm's hourly rate subject to 327/330
Prior to the filing of this statement I have received	\$ 616,196.85
Balance Due	\$0.00

2. The source of the compensation paid to me was:

<input checked="" type="checkbox"/> Debtor	<input type="checkbox"/> Other (specify)
--	--

3. The source of compensation to be paid to me is:

<input checked="" type="checkbox"/> Debtor	<input type="checkbox"/> Other (specify)
--	--

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

DATED: October 12, 2022



Tania M. Moyron, Esq.

Dentons US LLP
Law Firm

1 **EXHIBIT C**

2 **(Firm Resume)**

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DENTONS US LLP
601 SOUTH FIGUEROA STREET, SUITE 2500
LOS ANGELES, CALIFORNIA 90017-5704
(213) 623-9300

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US Restructuring, Insolvency and Bankruptcy

The team is recognized as “smart, organized and personable” and “responsive and expert in their areas,” and hailed by clients as their “go-to firm.”

—*Chambers USA*

Dentons’ award-winning Restructuring, Insolvency and Bankruptcy group is full-service and global, with broad experience on behalf of a wide range of clients, including companies facing financial distress, debtors and potential debtors, official and ad hoc committees, secured and unsecured creditors, including real estate lenders and servicers bankruptcy trustees and distressed-asset and loan purchasers.

Our lawyers' experience covers every aspect of bankruptcy, reorganization and creditors' rights representation, and includes some of the largest and most complex cases. We advise clients as to their best option in a particular situation and are equally at home handling an out-of-court workout scenario or commencing or defending a debtor case or adversary proceeding.

Dentons fields sectoral strengths in healthcare, energy, mining, municipal, manufacturing, automotive, aerospace, insurance, pensions and financial services.

With more than 40 lawyers across more than 20 US locations and as a member of INSOL Group of 36 (a by invitation only group of 36 leading international insolvency law and financial advisory firms), our practice is able to handle complex bankruptcy-related matters throughout the US, as well as cross-border matters and Chapter 15 cases.

Our partners are consistently recognized as market leaders by prominent legal directories, including *Best Lawyers*, *US News* and *Chambers USA*. Our team has been praised for providing “clear, unambiguous advice” and “outstanding service” and for being “extremely pragmatic in their approach.”

Awards and Accolades

- **National Tier 1 in Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law**
US News Best Lawyers, 2022
- **Law Firm of the Year for Litigation - Bankruptcy**
US News Best Lawyers "Best Law Firms" 2020
- **Ranked in Restructuring (Including Bankruptcy): Corporate**
Legal 500 2020
- **"Outstanding Restructuring Firm: Mid-Market Law Firm"**
Global M&A Network 2021 Turnaround Atlas Awards
- **"Cross-Border Special Situation M&A" Global M&A Network 2021 Turnaround Atlas Awards**
- **Outstanding Restructuring Firms: Mid-Market Law Firm 2021**
Turnaround Atlas Awards
- **Ranked number 14 in GRR 100 and GRR 300**
Global Restructuring Review
- **Ranked in Bankruptcy/Restructuring**
Chambers USA 2019
- **"Out of Court Restructuring of the Year"**
The M&A Advisor 2019
- **"Distressed M&A Deal of the Year"**
The Global M&A Network 2018

Select experience

American Hospice Management Holdings LLC: Represented American Hospice Management Holdings LLC and 11 related entities in their Chapter 11 bankruptcy cases in Delaware. Although the assets had been on the market for over a year without success, Dentons' representation included a successful auction, which resulted in an increase of almost 60% over the stalking horse bid, approval of \$9 million cumulative sale of the company's assets in six states in three separate transactions, as well as a comprehensive settlement of a US\$5.5 million claim with the Medicare program, enabling buyers to settle any successor liability issues and avoid operating under a Corporate Integrity Agreement. Prior to the sale approval, Dentons also advised American Hospice in securing debtor-in-possession funding.

Astria Health System: Represented Astria Health System in the recently completed 13 related chapter 11 bankruptcy cases in Yakima, Washington. Astria is a non-profit health system which included three operating acute care hospitals and various clinics. The team secured several victories including: overcoming vigorous opposition from a secured creditor to obtain authorization for \$28 million in debtor in possession financing ensuring that Astria would have sufficient liquidity to continue to operate; securing a ruling from the court enforcing the automatic stay and requiring a health staffing company to provide intensive care unit nurses, as specified in its contract with Astria, so that Astria can continue to provide essential healthcare services to the

community; obtained replacement debtor in possession financing from its major secured creditor to allow it to formulate a plan of reorganization; restructuring operations including closing one hospital, replacing management and restructuring operations; and secured a ruling from the Bankruptcy Court obtaining a loan under the Paycheck Protection Program over the vigorous objection of the Small Business Administration. Finally, the team secured confirmation of a joint plan of reorganization which provided for a partnership with the Multicare Health System, and reduced Astria's obligations by over \$100 million.

Official Committee of Unsecured Creditors of Bear Communications, LLC: Representing the Creditors' Committee in the *In re Bear Communications, LLC* chapter 11 case pending before the United States Bankruptcy Court for the District of Kansas. The Debtor operated a telecommunications contracting business which operated in over a dozen states. The Debtor missed certain milestones in several fiber optics cable laying projects and was involved in a deadly explosion at one of its sites, which lead to a loss of business and the bankruptcy filing. Shortly after Dentons was chosen to represent the Committee, Dentons was faced with: a motion to remove the Committee chair, Verizon; an objection to Dentons' retention; and the need to investigate the Debtor's principal who was purportedly making unauthorized transfers out of the Debtor's business after commencement of the case. We have obtained a long written opinion

authorizing Dentons' retention, negotiated for the removal of the Debtor's principal, worked with the Debtor to facilitate a sale of the Debtor's assets, launched a timely challenge of the Debtor's bank's liens; and commenced an investigation of the Debtor's purported claims against Verizon and Verizon's claims against the Debtor. Dentons is now working with the Debtor to confirm a joint plan of liquidation.

Official Committee of Unsecured Creditors for Dura Automotive: Represented the Official Committee of Unsecured Creditors in the Dura Automotive case. Dura is approximately a US\$1 billion revenue automotive supply business with multiple locations in the US and outside of the US. Early case issues the Committee has been active on include the Final DIP Financing, the proposed bidding and sale process, the Key Employee Retention Plan and discovery matters.

GenCanna Global USA, Inc. et al.: Successfully closed on the sale of substantially all of the assets of the Debtors in *In re GenCanna Global USA, Inc. et al.* We represented the debtors, CBD companies, in their chapter 11 cases pending in the Eastern District of Kentucky. The winning bidder was an entity owned by MGG Investments, our DIP Lender, who purchased the Debtors' assets with a \$73.5 M credit bid and \$1.5 M in cash.

Official Committee of Unsecured Creditors of Hovensa LLC: Represented the Official Committee of Unsecured Creditors in the Chapter 11 proceedings of Hovensa, a joint venture owned by a subsidiary of Hess Oil and Venezuela-owned PDVSA. Although the assets had been on the market for over a year without success, the

case achieved a sale in less than four months, allowing unsecured creditors to receive a substantial recovery.

ICPW Liquidation Corp., a Nevada corp., (formerly In re Ironclad Performance Wear Corp.), et al.: Represented the Official Committee of Equity Holders (and currently the Trustee and the Trustee Board) in chapter 11 jointly-administered cases. The Debtors' assets were sold at auction for \$25.25 million, which is 60 percent more than the stalking-horse bid. Thereafter, the Equity Committee and the Debtors confirmed a joint plan of liquidation that pays unsecured creditors in full and results in significant distributions to equity.

Official Committee of Retirees for the City of Detroit: Represented the Official Committee of Retirees in the largest Chapter 9 bankruptcy case in US history. The committee represented the interests of approximately 23,500 public safety and general city retirees, as well as the interests of approximately 9,000 dependents, who were owed approximately US\$9 billion in pension and retirement health care benefits. With the assistance of Dentons, substantially all pension benefits were protected and health care benefits payments continued.

OMP NSF Malta Ltd.: Represented an affiliate of OMP Capital AS in the McDermott International Inc. Chapter 11 reorganization filed in Texas. OMP/NSF Malta Limited, is the Owner of a deep Sea oil exploration vessel which has been chartered to a Panamanian Affiliate of McDermott that also filed for Chapter 11

protection. The vessel upon completion of its current upgrade will be valued at over \$300 million. We represented OMP/NSF in all aspects of McDermott's bankruptcy case, including the assumption of the vessel charter and restructuring of the post-bankruptcy contractual relationship.

Sturm Ruger & Co, Inc.: Representing Sturm Ruger & Co, Inc. as the successful auction bidder in the Remington Arms Chapter 11 cases for Marlin Firearms and related assets.

Toys 'R' Us: Advising on high-profile engagements in a major restructuring to assure maximum recovery on behalf of its clients by leveraging its global platform to assist clients that typically do not operate outside the United States and so rely on Dentons' international presence to advise regarding the local laws of many countries. We represent Wilmington Savings Fund Society as an indenture trustee in the Toys 'R' Us \$450 million secured debtor-in-possession financing and Wilmington Trust National Association as indenture trustee on \$1.3 billion of prepetition secured notes stemming from the retailer's Chapter 11 bankruptcy pending in the United States Bankruptcy Court for the Eastern District of Virginia. This complex, cross-border engagement requires the coordination of counsel located in the United States, Australia, the Netherlands, the United Kingdom, France, Spain, Poland, Switzerland, Germany, BVI and Austria to orchestrate and ensure repayment of the debtor-in-possession financing and maximum recovery on the prepetition notes.

Travelers Indemnity Company: Bankruptcy counsel for Travelers

Indemnity Company which holds subrogation claims against and bonds issued by PG&E or its affiliates.

UK based administrator: Representing a UK based administrator in a recent Chapter 15 filing in Dallas, seeking recognition of the UK administration proceeding in the United States. The team succeeded in winning recognition of the UK administration and had the administrator appointed as the Debtor's foreign representative in the United States.

Verity Health Care Systems: Represented Verity Health System of California, Inc., and 16 related entities (collectively, "Verity"), including 6 acute care operating hospitals, in their chapter 11 cases—the second largest nonprofit hospital bankruptcy case in American history with more than \$1.4 billion of debt. During the cases, the Court approved the sale of Verity's hospitals and senior living facility, and confirmed the joint plan of liquidation, which resolved complex litigation and created a liquidating trust for the benefit of creditors. The sale of Verity Health's nonprofit assets raised unique issues related to the transfer of healthcare assets in bankruptcy, including the scope of the powers of the Attorney General and the transfer of medical provider agreements, which led to groundbreaking decisions. During the cases, Verity also collaborated with the Attorneys for the California Governor's Office of Emergency Services to reopen St. Vincent Medical Center in Los Angeles, and to set aside beds at Seton Medical Center in the Bay Area to treat COVID-19 patients.

Health Care Bankruptcy and Insolvency Experience

"I wanted to express, as I've done in previous hearings, my admiration for the attorneys who have participated in the case. I think that when this case first came on board, I was concerned that it would be a difficult matter for the Court... and as it's turned out, it's not been such a matter. The reason for that is the extreme professionalism of all of the counsel who've been involved in the case. Counsel for the creditors, committee counsel for the principal creditors in the case, and particularly in the counsel for the debtors [Dentons], have all exhibited a high degree of professionalism and competency. The Court never went into a hearing without all of the information it needed for the hearing and with all the briefing it needed for the hearing. That's not always the case. And so, I want to say that on the record."

~ JUDGE KURTZ, ASTRIA HEALTH HEARING (OCTOBER 2019)

Overview

With decades of experience representing health care industry stakeholders in complex transactions and high-stakes disputes, Dentons' dedicated, multidisciplinary Distressed Health Care group brings unparalleled experience to the handling of matters involving financially distressed clients and transactions, in and outside of formal bankruptcy proceedings. Our client representation includes multistate health systems, academic medical centers and independent standalone hospitals, for-profit and not-for-profit, in the US and abroad, as well as leading health insurers, pharmaceutical and medical device companies, lenders and investors, and governmental and NGO participants.

We have represented individual hospitals and medical systems (general, specialized and teaching); skilled nursing facilities, continuing care retirement centers and ambulatory surgery centers; medical provider groups; medical equipment and supply companies; and health plans and healthcare districts before US federal and state regulators and in bankruptcy proceedings (as debtors, creditors and asset buyers) on issues ranging from provider agreement transfers to facility sales. Members of our team also regularly publish and present on cutting-edge healthcare restructuring topics. So whatever distressed health care issue you are wrestling with, it is likely that our lawyers have thought about it, written on it or litigated it.

Our lawyers are knowledgeable and experienced in all aspects of bankruptcy, insolvency and restructuring, from creditors' rights and remedies, including fraudulent transfer lawsuits, to the sale and purchase of entire operating companies, corporate spin-offs, or individual assets through a bankruptcy court auction. Our lawyers are equally at home with an out-of-court workout scenario and a Chapter 11, 9 or 7 case, and regularly advise debtors and potential debtors, secured and unsecured creditors, and investors, bondholders and lenders on the pros and cons of each.

Our practice is as collaborative in approach as it is comprehensive in scope. A core team of restructuring, insolvency and bankruptcy lawyers regularly tap colleagues in the Firm who concentrate on capital markets and structured finance, tax, environmental law, real estate, labor and employment law, pensions and benefits, intellectual property, and other areas. If a health care regulatory issue arises, Dentons' dedicated Health Care team of 30 sector-focused lawyers and professionals includes former senior staff in the US Department of Health and Human Services (DHS), the Centers for Medicare and Medicaid Services (CMS) and the US Department of Justice (DOJ), and our Healthcare Finance

Health Care Bankruptcy and Insolvency Experience

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subpractice has experience in the full range of bank and capital markets options, and attendant regulations, available to private, nonprofit and municipal entities.

Our areas of experience include:

- Chapters 11, 9 and 7 of the Bankruptcy Code, including the representation of debtors, creditors' committees and buyers
- Administrations, as an alternative or precursor to liquidation
- Acquisitions and dispositions of distressed health care organizations and pharmaceutical companies, and related assets
- Resolution of government program overpayment issues
- Enforcement of non-compete and non-solicitation agreements
- Restrictive covenant amendments, waivers and forbearance agreements
- Financing and sales of receivables
- Receiverships, conservatorships and interactions with regulatory authorities
- Certificates of need, licensure and accreditation, and related issues
- Facility closures and operator transitions

Representative Engagements

The following is a summary of certain public matters in which we have been actively involved. Numerous representations and consultations involving non-public matters are not discussed by name here.

Representation of Chapter 11 Debtors

- **Air Force Village West, Inc.** (Chapter 11 - Central District of California): Represented the nonprofit operator of a continuing care retirement center ("CCRC") in Southern California in its Chapter 11 case in the Central District of California, we secured bankruptcy court approval of the sale of the CCRC for approximately \$60 million.
- **Astria Health System** (Chapter 11 – Eastern District of Washington): Represented Astria Health System in 13 related chapter 11 bankruptcy cases in Yakima, Washington. Astria is a non-profit health system which included three operating acute care hospitals and various clinics. The team secured several victories including: (a) overcoming vigorous opposition from a secured creditor to obtain authorization for \$28 million in debtor in possession financing ensuring that Astria would have sufficient liquidity to continue to operate; (b) securing a ruling from the court enforcing the automatic stay and requiring a health staffing company to provide intensive care unit nurses, as specified in its contract with Astria, so that Astria can continue to provide essential healthcare services to the community; (c) obtained replacement debtor in possession financing from its major secured creditor to allow it to formulate a plan of reorganization; (d) restructuring operations including closing one hospital, replacing management and restructuring operations; and (e) secured a ruling from the Bankruptcy Court obtaining a loan under the Paycheck Protection Program over the vigorous objection of the Small Business Administration. Finally, the team secured confirmation of a joint plan of reorganization which provided for a partnership with the Multicare Health System, and reduced Astria's obligations by over \$100 million.
- **American Hospice Management Holdings LLC (Chapter 11 - Wilmington, Delaware)**: Represented the end-of-life care provider and related entities in their Chapter 11 proceedings in Delaware, including a successful auction (the purchase price was 60 percent higher than the stalking horse bid); approval of three asset-sale transactions across six states generating US\$9 million; and settlement of Medicare claims totaling US\$5.5 million, avoiding successor liability issues and the specter of having to operate under a corporate integrity agreement. We also assisted the client in securing debtor-in-possession funding pending the closing.

Health Care Bankruptcy and Insolvency Experience

- **Calais Regional Hospital** (Chapter 11 – District of Maine): Represented Calais Regional Hospital as debtor's counsel in its chapter 11 case. This case is aimed at preserving hospital services in a rural area on the Canadian border where.
- **Capital Senior Living:** Served as counsel to one of the nation's largest operators of independent living, assisted living and memory care communities for senior adults, with 129 communities in 23 states and with nearly 12,000 residents in a consensual receivership with Fannie Mae, resulting in a receiver being appointed over 18 of its facilities.
- **Centennial HealthCare Corporation** (Chapter 11 – Northern District of Georgia): Represented the Reorganized Debtor in connection with the successful reorganization of business entities engaged in ownership and management of nursing homes and other assisted living facilities located throughout the United States in cases involving over US\$100 Million in assets and liabilities.
- **Central Iowa Health Care** (Chapter 11 - Southern District of Iowa): Represented client in an approximate \$12 million section 363 sale of the Marshalltown hospital to Allen Health Systems, Inc., saving hundreds of jobs and keeping the hospital operational for the community.
- **Comprehensive Vascular Surgery of Georgia, Inc.** (Chapter 11 – Northern District of Georgia): Represented a medical practice in its bankruptcy proceeding.
- **Dycora Transitional Health:** Served as counsel to a significant skilled nursing facility chain which operated 27 facilities in two states. The company was facing significant financial difficulties, and Dentons negotiated various receiverships and other remedies to allow the company to maintain profitable facilities and abandon the remainder for the benefit of secured creditors.
- **Fairmont General Hospital** (Chapter 11 – Northern District of West Virginia): A member of the firm acted as special counsel to the debtor in Fairmont General Hospital. Fairmont was an acute care hospital with more than 140 beds, and the member of the Firm worked with bankruptcy counsel to successfully resolve disputes with the US Center for Medicare and Medicaid Services.
- **Gardens Regional Hospital and Medical Center Inc.** (Chapter 11 – Central District of California): Advised Gardens Regional Hospital and Medical Center Inc. ("Gardens"), a non-profit, safety net hospital with more than 130 beds in Southern California, resolving multiple issues. Integral to the bankruptcy case was the sale of the Debtor's assets via auction for approximately \$19.5 million. After a four-day, 13-round auction, Dentons, assisted by the Debtor's financial advisors, secured a price that more than doubled the initial \$8.5 million stalking-horse bid. When this sale failed to close because of financial conditions imposed by the California Attorney General, Dentons sold the closed hospital for \$6.5 million over the vigorous objection of the California Attorney General. Dentons then obtained a dismissal of the Attorney General's appeal and confirmed a chapter 11 plan of reorganization that provided a significant distribution to creditors.
- **Gordian Medical, Inc., dba American Medical Technologies** (Chapter 11 – Central District of California): A member of the Firm represented a privately owned, durable medical supplier in Irvine, California, which provides wound-care dressings and supplies to more than 4,000 nursing homes, hospices, and other facilities in 49 states. Gordian was compelled to file for bankruptcy protection after a complete suspension of Medicare payments, and to deal with over \$75 million in Medicare debts and to resolve over 14 years of tax liabilities asserted by the IRS. The bankruptcy court confirmed a plan of reorganization funded by a new-value contribution. The company successfully reorganized, resolving all its pending disputes with Medicare, leaving equity in control of the company, and significantly reducing its obligations to Medicare, the IRS and state taxing authorities.
- **Granada Hills Community Hospital** (Chapter 7 – Central District of California): Served as special health care, Employment Retirement Income Security Act (ERISA) and labor counsel to the Chapter 7 trustee in this matter.
- **Health Plan of the Redwoods** (Chapter 11 – Northern District of California): A member of the Firm represented a not-for-profit health plan with more than 100,000 members in this liquidating bankruptcy case in Northern California. HPR's shut-down, with the firm's assistance, resulted in a seamless transfer of members to other health plans, confirmation of its liquidating plan in only seven months, and distribution of more than 40 cents on the dollar to creditors.

Health Care Bankruptcy and Insolvency Experience

- **Health Source Medical Group** (Chapter 11 – Central District of California): A member of the Firm represented an independent physician association in its liquidating bankruptcy case.
- **Intrepid USA Home Health** (Chapter 11 – District of Minnesota): A member of the Firm acted as special counsel to the debtor in Intrepid USA Intrepid Home Health. Intrepid was a \$100 million national home health agency, and the member of the Firm worked with bankruptcy counsel to successfully resolve the key issue in the case -- a \$40 million claim filed by the US Center for Medicare and Medicaid Services.
- **K-V Pharmaceutical** (Chapter 11 – Southern District of New York): Served as special litigation and health care counsel to the Debtors in their second Chapter 11 reorganization cases.
- **LifeStream International, Inc.** (Chapter 11 – Southern District of Texas): A member of the Firm represented the company in a series of sales of its assets under section 363 of the Bankruptcy Code. LifeStream was a manufacturer of Sterile Cardiovascular Surgical Packs for open heart surgical procedures, and held patents for its products, as well as operations, both in the United States and internationally. The case was resolved by a Plan of Liquidation, and counsel represented the resulting Liquidation Trust, as well, following confirmation of the Plan.
- **Maxicare Health Plans, Inc. and 47 affiliates** (Chapter 11 – Central District of California): Represented the debtors and debtors-in-possession in these cases, which remain one of the largest health plan bankruptcies.
- **Nuo Therapeutics Inc.** (Chapter 11 – Wilmington, Delaware): Represented publicly traded, Gaithersburg, MD, biomedical wound care company in its Chapter 11 proceedings, resulting in confirmation of a plan of reorganization.
- **Mission Independent Practice Association (IPA) Medical US, Inc.** (Chapter 11 – Northern District of California): Served as debtor's counsel in this Chapter 11 case. Mission IPA had 32,000 covered lives and was the only material health maintenance organization in Monterey County, CA. Issues in the case included negotiating a stipulation with providers for continuing services. We also negotiated a stipulation with the health plans on payment of capitation payments and related adequate protection issues. Dentons also represented Mission IPA in pre-petition disputes, including a purported class action suit with former providers.
- **Parkview Adventist Medical Center** (Chapter 11 – District of Maine): A member of the Firm represented this community hospital in the successful use of chapter 11 to implement a sale to a strategic buyer free and clear of mortgages and liens allegedly held by a nearby system that was providing management services. The sale closed within 75 days after the case was filed and was followed by confirmation of a plan permitting the debtor, as a charitable organization, to continue its existence and pursue its faith-based charitable mission.
- **Penobscot Valley Hospital** (Chapter 11 – District of Maine): Served as lead counsel for Penobscot Valley Hospital, which recently confirmed a chapter 11 plan that has restructured the company's balance sheet, after operational improvements, which together has positioned the company to continue to provide health care services for years to come.
- **Confidential:** Advised a major non-profit hospital system on potential financial restructuring of its operations. This matter is important because failure of this system would be critical to the healthcare system of a significant portion of a large state. Dentons advised on potential pros and cons of various strategies to deal with its financial difficulties.
- **QHC Facilities, LLC** (Chapter 11 - Southern District of Iowa): Represented QHC Facilities, LLC and its related entities in the filing of Chapter 11 cases for its skilled nursing facilities and assisted living facilities, which led to a sale through Bankruptcy Code section 363.
- **Response Oncology, Inc.** (Chapter 11 – Tennessee): Represented debtor in the Chapter 11 filing of this nationwide oncology provider.
- **Santa Paula Community Hospital** (Chapter 11 – Central District of California): Served as special health care, ERISA and labor counsel to this hospital in its successful reorganization under Chapter 11.
- **S&B Surgery Center** (Chapter 11 – Los Angeles, California): A member of the Firm represented S&B Surgery Center, an ambulatory surgery center in Beverly Hills, California, that was forced into Chapter 11 bankruptcy by

Health Care Bankruptcy and Insolvency Experience

the collapse and closure of Century City Doctor's Hospital. The firm confirmed a plan that was a "true" reorganization in less than eight months, resulting in equity remaining in control of the company, and a significant distribution to trade creditors.

- **Southern Inyo Healthcare District** (Chapter 9 - Sacramento, California): Served as special conflicts counsel to this healthcare district which operates a hospital in rural California.
- **Springfield Hospital, Inc.** (Chapter 11 – District of Vermont): Acted as lead counsel representing Springfield Hospital, Inc., in its successful chapter 11 case. The company recently confirmed a chapter 11 plan of reorganization and is now engaged in post-confirmation litigation to collect a pool of preference claims. During the case, we led the team that obtained a permanent injunction against the U.S. Small Business Administration due to the agency's improper exclusion of debtors from participating in the Paycheck Protection Program.
- **Sunwest Management** (Chapter 11 – Middle District of Tennessee): A member of the Firm represented affiliated companies that own, develop and/or operate senior living facilities and/or related real property throughout the United States in Chapter 11 proceedings. The affiliated manager provided centralized operations management and other services for approximately 23,500 units in thirty-seven states, with approximately 12,000 staff members, approximately \$500 million of revenues, and more than \$1.8 billion of debt.
- **Confidential CCRC**: Successfully represented continuing care retirement community in the initial phase of a restructuring transaction in which a super majority of bondholders agreed to provide their consent and support for early defeasance of tax exempt bonds issued.
- **Verity Health System of California, Inc.** (Chapter 11 – Central District of California): Represented Verity Health System of California, Inc., and 16 related entities (collectively, "Verity"), including 6 operating acute care hospitals, in their chapter 11 cases—the second largest nonprofit hospital bankruptcy case in American history with more than \$1.4 billion of debt. During the cases, the Court approved the sale of two acute care hospitals—O'Connor Hospital and Saint Louise Regional Hospital—to Santa Clara County in the amount of \$235 million , pursuant to section 363 of the Bankruptcy Code. Later in the cases, and during the pandemic, the Bankruptcy Court approved the sale of Verity's four additional acute care hospitals the \$125 million sale of St. Vincent Medical Center, the \$350 million sale of St. Francis Medical Center to Prime Healthcare and the \$40 million sale of Seton Medical Center and Seton Coastside to AHMC Healthcare, also pursuant to section 363 of the Bankruptcy Code.
- **Victor Valley Community Hospital** (Chapter 11 – Central District of California): A member of the Firm represented Victor Valley Community Hospital in its bankruptcy case. After two years in bankruptcy, and multiple efforts to sell the hospital were stymied, including by government agencies, the hospital was successfully sold, resulting in a confirmed liquidating plan, a significant distribution to unsecured creditors and the hospital continuing to provide services to its community.
- **West Contra Costa Healthcare District** (Chapter 9 – Northern District of California): Represented this quasi-governmental owner-operator of a major hospital in San Pablo, CA, in its Chapter 9 bankruptcy proceeding in Oakland, CA. Our work included negotiating with bondholders over the district's use of cash collateral, selling a seven-story hospital building and dealing with reported liabilities of over \$100 million.

Representation of Committees and Physician/Trade Creditors

- **Alterra Healthcare Corporation** (Chapter 11 – Wilmington, Delaware): Represented secured creditors holding approximately US\$100 million of secured debt in confirmation of a consensual plan.
- **Fountain View, Inc.** (Chapter 11 – Central District of California): Represented the Official Committee of Unsecured Creditors in these cases involving a chain of skilled nursing care facilities and assisted living facilities. A plan was confirmed providing trade creditors with the option to cash out at a small discount or accept payment in full over time. In a subsequent refinancing of the debts of the reorganized debtor, we represented Development US, Inc., as claims agent. In that matter, all pre-petition creditors were paid in full with interest.
- **Middlebrook Pharmaceuticals, Inc.** (Chapter 11 – District of Delaware): Represented the Official Committee of Unsecured Creditors in the Chapter 11 bankruptcy of Middlebrook Pharmaceuticals, Inc., a Texas-based health

Health Care Bankruptcy and Insolvency Experience

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care company with locations on the East Coast. The case has resulted in a 100 percent plus interest recovery to unsecured creditors. The case confirmed within eight months of filing. The case, which included a Section 363 sale of assets, proceeded quickly in large part because of the efforts of the committee. The committee also assisted in addressing disputes among other parties in interest and aided in the formation and terms of a post-confirmation trust.

- **Greater Southeast Community Hospital Corporation** (Chapter 11 – Washington, DC): Served as counsel to the Official Committee of Unsecured Creditors in this Chapter 11 hospital and nursing home case. The case, which has resulted in a large distribution to unsecured creditors, included the sale of several facilities and the waiver by the Department of Health and Human Services on several large federal claims.
- **Hospital Partners of America, Inc.** (Chapter 11 – District of Delaware): Represented the Official Committee of Unsecured Creditors in the Chapter 11 cases filed in Delaware. The debtors owned and managed several hospitals around the country. The case was ultimately converted to Chapter 7 with the consent of the committee.
- **Mid-Island Hospital, Inc.** (Chapter 11 – Eastern District of New York): Represented one of Mid-Island's largest creditors in this case, Medline Industries, Inc., which served as chair of the Official Committee of Unsecured Creditors. Mid-Island Hospital is an acute-care community hospital serving parts of New York's Nassau and Suffolk counties. It is also the nation's largest privately held manufacturer and distributor of health care supplies, and it manufactures and distributes more than 70,000 products to hospitals, nursing homes and home health agencies throughout the world. Mid-Island confirmed a plan of reorganization after extensive negotiations among the debtor, its ultimate acquirer and the creditors' committee. As counsel for Medline, we worked closely with counsel for the committee, the debtor and the acquirer toward confirmation of the parties' jointly proposed consensual plan of reorganization. In the course of this representation, we advised on several issues unique to health care insolvencies, including: (i) issues relating to the terms of the hospital's post-petition receivables financing arrangement, (ii) recoupment and set-off matters raised by private insurers and New York State regulated hospital pools and (iii) treatment of unliquidated medical malpractice claims in the hospital's plan of reorganization.
- **The Clare at Water Tower** (Chapter 11 – Northern District of Illinois): Represented the Official Committee of Unsecured Creditors in this continuing retirement community facility case. The Committee consists of five residents and two trade creditors, who played an active role in the going-concern sales process and auction for this facility, as well as the confirmation of the related Chapter 11 plan and other aspects of the case. In a successful conclusion, the residents' deposits and other arrangements were assumed, and the trade creditors received a recovery in the case.
- **United Health Care** (Chapter 11 – District of New Jersey): Represented Medline Industries, Inc., as one of the major trade creditors in the United Health Care Chapter 11 case. Prior to its closure, the debtor was one of the nation's premier nonprofit inner-city (Newark) safety net health care systems. It owned and operated the principal acute care hospital for children in New Jersey. One of the major issues in this case involved a bankruptcy court order refusing to approve a Section 363 sale of certain of the debtor's assets to another inner-city children's hospital, whose bid was several million US dollars less than the bid of a less experienced rival bidder. These assets included the hospital's goodwill and certificate of need. The bankruptcy court issued an order directing the New Jersey commissioner to issue a temporary certificate of need that was transferable to the higher bidder. On appeal the district court reversed the decision, finding that the commissioner was better suited to judge the bidders' qualifications. The court directed the bankruptcy court to approve the sale to the lower bidder, which had greater expertise, as approved by the commissioner.
- **Columbus Community Hospital** (Chapter 11 – Northern District of Ohio): Represented a member of the creditors' committee in the Columbus Community Hospital case. Our client in that case provided outsourced rehabilitation services for the hospital.
- **MedPartners Provider Network, Inc.** (Chapter 11 – Central District of California): Represented SCAN Health Plan and certain health care providers in the matter of MedPartners Provider Network, Inc. SCAN served as a member of the Official Committee of Unsecured Creditors in the case.
- **Winona Community Hospital** (Chapter 11 – District of New Jersey): Representing a trade creditor, who is a large national provider of diagnostic imaging services, in this Chapter 11 case.

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- **The City of Detroit, Michigan** (Chapter 9 – Detroit, Michigan): Represented the Official Committee of Retirees in the largest municipal bankruptcy case in US history. The committee represented approximately 23,500 retirees and 9,000 dependents, who held more than US\$9 billion in claims for pension and other post-employment benefits (OPEB), including health care claims. The representation resulted in the protection of almost all pension benefits and continued health care benefits under first-of-kind municipal retiree voluntary employment benefit association (VEBA) trusts, which drove down healthcare costs by more than \$100 million per year. This representation was honored by The M&A Advisor with the 2014 Restructuring of the Year Award.
- **Adair County Hospital District** (Chapter 9 – Western District of Kentucky): A member of the Firm represented the creditors' committee in the Chapter 9 bankruptcy of Adair County Hospital District in the Western District of Kentucky. The district filed for bankruptcy protection as a result of its inability to pay its long-term debt and its disputes over the implementation and collection of a hospital district tax.
- **San Diego Hospice & Palliative Care** (Chapter 11 – California): A member of the Firm represented the official committee representing unsecured creditors in the Chapter 11 bankruptcy of San Diego Hospice & Palliative Care Corporation in San Diego, California. The hospice filed for bankruptcy protection as a result of ongoing operational losses and disputes with Medicare & Medicaid over payments under the Medicare program. Before the filing, the nonprofit hospice provided specialized care to over 4,000 patients facing terminal illness annually. The committee counsel wrote and was the co-proponent under the liquidating Chapter 11 plan. The hospice ceased operations and transferred all of its patients to other hospice care providers.
- **Hawaii Medical Center** (Chapter 11 – Hawaii): A member of the Firm represented the creditors' committee in the Chapter 11 bankruptcy of a not-for-profit hospital system in Honolulu, Hawaii. Although the committee negotiated a settlement that significantly improved the recovery for unsecured creditors from the initial offer in a prepackaged Chapter 11 filing, the original buyer withdrew its offer, the hospitals closed and the hospitals were liquidated.
- **Pacifica Hospital of the Valley** (California): A member of the Firm represented the creditors' committee in the Chapter 11 case of Pacifica of the Valley Corporation, doing business as the Pacifica Hospital of the Valley. Pacifica Hospital is a 231-bed acute care hospital located in Sun Valley, California. The hospital confirmed, with the committee's assistance, a reorganizing plan, and eventually the hospital made a significant distribution to creditors.
- **Pleasant Care Corporation** (California): A member of the Firm represented the creditors' committee in this Chapter 11 case (and several related cases) of California's second largest chain of skilled nursing facilities in Los Angeles, California. The facilities were sold under section 363 of the Bankruptcy Code and a liquidating plan was confirmed.
- **West Contra Costa Healthcare District** (Chapter 9 – California): A member of the Firm represented the creditors' committee in the Chapter 9 bankruptcy case of West Contra Costa Healthcare District, a public agency created for the purpose of owning and operating a hospital in San Pablo, California. The case successfully confirmed a Chapter 9 plan of adjustment that provided a distribution to creditors.
- **Valley Health System** (Chapter 9 – California): A member of the Firm represented the creditors' committee in the Chapter 9 case of a system composed of three hospitals, a skilled nursing facility, and a medical office building in Riverside County, California. The committee successfully negotiated a recovery from the buyers of the hospitals which resulted in full payment over time to unsecured creditors.
- **Associated Physicians of St. Johns** (Chapter 11 – California): A member of the Firm represented the creditors' committee in this Chapter 11 liquidation of an integrated physician association in Santa Monica, California.

Representation of Trustees and Other Parties in Chapter 11 Cases

- **AbTox, Inc.** (Chapter 11 – Chicago, Illinois): Represented an operating Chapter 11 trustee for this medical sterilization equipment manufacturer. There were significant issues in this case regarding Food and Drug Administration licensure and patent infringement litigation.

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- **Allegheny Health Education and Research Foundation (AHERF)** (Chapter 11 - Pennsylvania): Represented the Commonwealth of Pennsylvania and several governmental agencies in one of, if not the largest hospital system filings in history.
- **Sadler Clinic PLLC** (Chapter 11 – Southern District of Texas): A member of the firm represented HCA as a secured creditor and contract counterparty to a clinic of nearly 100 physicians. HCA collected upon its collateral and reached a comprehensive resolution with the Chapter 7 trustee, following the conversion of the case and resolution of numerous issues, including securing medical records of patients and the transition of physicians to multiple practices in the surrounding area.
- **Doctors Community Healthcare Corp. and the DCHC Liquidating Trust** (Chapter 11 – Washington, DC): Serving as lead counsel to and trustee of the DCHC Liquidating Trust. The trust was formed pursuant to the confirmed Chapter 11 plan of Doctors Community Healthcare Corporation and five affiliated hospitals in California, Illinois and Washington, DC. Prior to serving as trustee, a member of the firm represented the Official Committee of Unsecured Creditors. At the filing of the case, unsecured creditors were thought to be “out of the money” by hundreds of millions of US dollars. After an investigation of the secured creditor’s activities, and under the threat of litigation, the committee was able to structure a deal that produced approximately US\$50 million in cash, eliminated hundreds of millions of US dollars in alleged secured and unsecured claims (including some large governmental claims) and resulted in a pay-out to unsecured creditors of almost 40 percent. Some of these recoveries came out of the sale to management of several of the hospital facilities, and approximately US\$9 million more came from directors, officers and other third parties. The trust is currently awaiting a final ruling on a very large fraudulent conveyance case, arising out of the debtor’s purchase of a large hospital facility in Chicago. If successful, the proceeds of the suit could result in a 100 percent distribution to unsecured creditors.
- **Expert Witness:** One of Dentons’ partners served as an expert witness in litigation related to a health care bankruptcy.
- **Vencor, Inc.** (Chapter 11 – District of Delaware): Represented four outside directors in connection with Chapter 11 reorganization of one of the largest groups of long-term acute care in-patient facilities in the US, including plan release and exculpation-related provisions. In addition, members of our New York team represented HSBC Bank as a member of the creditors’ committee. Vencor is now operating under the name Kindred.
- **Charter Behavioral Health Systems** (Chapter 11 – District of Delaware): Represented the US in connection with the bankruptcy of this chain of 100 psychiatric hospitals. A substantial Medicare fraud claim contributed to the complexity of this case. Ultimately, the case led to the sale of the chain’s hospitals to various purchasers, which involved requests to transfer provider numbers.
- **FPA Medical Management** (Chapter 11 – District of Delaware): Represented Blue Cross/Blue Shield, Maxicare and, separately, three doctors, who are employed by one of FPA’s Sterling US subsidiaries, in these Chapter 11 cases. FPA was a national physician practice management organization that administered and managed 7,900 primary care physicians with 1.4 million enrollees in 29 states. FPA’s Sterling US provided similar services, specializing in emergency medicine practitioners.
- **LRGHealthcare** (Chapter 11 – District of New Hampshire): The firm serves as independent counsel representing the State of New Hampshire and various agencies, including the Attorney General’s Office, Department of Health and Human Services, and Department of Revenue, in the chapter 11 case of debtor LRGHealthcare.
- **Pharmacy Fund Receivables (PFR), Inc.** (Chapter 11 – Southern District of New York): Represented Medicine Shoppes International, a nationwide chain of pharmacies, which had more than 100 of its pharmacy franchisees factoring their receivables through PFR. PFR was a factoring company that specialized in pharmacy receivables. Upon the filing of the bankruptcy petition, PFR’s primary secured lender argued that it had an interest in and lien upon certain pre-petition and post-petition receivables that PFR had not paid. For Medicine Shoppes International and all other pharmacies factored by PFR, the cash flow implications of the lender’s position were enormous. A settlement was quickly reached. The settlement directed payers to pay post-petition receivables directly to the pharmacies. It also provided for a prompt reconciliation of pre-petition receivables paid to PFR, which it had not paid to the pharmacies. Issues relating to concerns of PFR and its lender about overpayments or chargebacks to the pharmacies also were resolved as part of the settlement. Our client was appointed to the pharmacy creditors’

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committee. We assisted the committee in actively monitoring compliance with implementation of the settlement, including initiating an adversary proceeding against various payers to ensure they fulfilled their obligations.

- **PHC Health Care** (Chapter 11 – District of Delaware): Represented the physicians in an oncology center in connection with the bankruptcy of their management company. Ultimately, we helped them to purchase their practice back, free and clear of burdensome management agreements. They also secured related contracts.
- **Phyamerica** (Chapter 11 – District of Maryland): Represented a physicians' organization in this company's Chapter 11 cases. Phyamerica was the ultimate purchaser of the assets of FPA, a former physician practice management association.
- **Springfield Medical Care Systems, Inc.** (Chapter 11 – District of Vermont): An attorney with the firm represented an affiliate of this debtor, which was also a debtor in a parallel case, in all phases of the chapter 11 case of Springfield Medical Care Systems, Inc. Both companies had substantial inter-company claims to resolve, and the case is one of only a handful in the country to have ever involved federally qualified health centers.
- **USA Healthcare d/b/a Elastar** (Chapter 11 – Central District of California): Represented the professional liability carrier in this hospital's Chapter 11 bankruptcy case and eventual shutdown.

Representation of Lenders

- **Four Seasons Healthcare** (UK): Advising The Royal Bank of Scotland plc as security trustee in relation to debt/equity swap of £165 million junior mezzanine facilities to Four Seasons Healthcare, the independent provider of nursing homes, care homes and specialist units throughout the UK.
- **Inyx Group** (Multi-jurisdictional): Advising Westernbank of Puerto Rico, and subsequently the administrators appointed by it, in relation to the bank's US\$140 million exposure to Inyx Group, a transatlantic pharmaceuticals manufacturing US with operations in the US, UK and Canada. The administrators and their team from Ernst & Young LLP in the UK led the way in the investigation of a potential fraud on the bank, as well as trading two substantial businesses in the North West of England down to successful sale.
- **Doctors' Hospital of Hyde Park** (Northern District of Illinois): Representing the special loan servicer and public real estate investment trust in connection with the bankruptcy proceedings of the tenant borrower, the foreclosure proceedings against the landlord borrower and related mechanic's lien priority litigation.
- **Flushing Hospital and Medical Center** (Eastern District of New York): Represented Medline Industries, Inc., in its capacity as a pre-petition creditor of Flushing Hospital and Medical Center. Medline also was a secured lender to related entities. We assisted them with an out-of-court workout of Little Neck Community Hospital, in Little Neck, NY. Little Neck Community Hospital is related to the debtor and also is the lessor of the debtor's facilities. Medline was a co-mortgagee of the property and, therefore, was involved in negotiations with respect to the proposed sale of Little Neck hospital.
- **Patientline plc** (UK): Advising Deloitte & Touche and a syndicate of banks led by The Royal Bank of Scotland on the pre-packaged administration of Patientline plc. This was followed by the immediate sale of its subsidiary company Patientline UK to Hospedia, a company set up by the syndicate of banks, which exchanged some debt in Patientline for equity holdings in Hospedia.
- **Extended Care Senior Living Portfolio** (District of Delaware): Represented HSH Nordbank, AG in connection with the restructuring of a US\$152 million senior loan and US\$24 million subordinate loan to Extended Care Senior Living Portfolio, LLC. The loans are secured by mortgages on a portfolio of senior aggregate living and assisted living facilities located in California, Oregon, Arizona and Florida, which included a recapitalization of the portfolio sponsor.
- **Sunrise Senior Living** (District of Delaware): Advising the secured creditor, Capmark Finance Inc., in connection with the sale of nursing homes of German subsidiaries of Sunrise Senior Living, Inc., a US operator of residential and nursing homes.

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Experience with Mergers and Acquisitions

- **Castlebeck Care Group Administrators (UK):** Advising Grant Thornton and the joint administrators of the Care Quality Commission (CQC)-regulated Castlebeck Care Group, which owned 20 care homes across the UK, including the scandal-ridden Winterbourne View care home. We advised on the sale of the care homes and assisted clients in dealing with trading, regulatory and other sensitive issues in the administration, including the ongoing Winterbourne View litigation and other ongoing matters. The asset sale of the company was in excess of £27 million.
- **Hutcheson Medical Center (Chapter 11 – Northern District of Georgia):** Represented Maybrook Healthcare LLC, a national owner-operator of skilled nursing facilities and related healthcare businesses, as the successful purchaser in the 363 sale of a skilled nursing facility and various related assets in the Chapter 11 case of a rural hospital operator in North Georgia.
- **Confidential (UK):** Advised a confidential bank on the sale to a private equity partnership of their debt in respect of their customer. Ultimately the business, which employed over 1,500 people in England and Scotland across 137 stores, was saved. We were involved in advising on an urgent contingency planning exercise, in conjunction with Ernst & Young, which included considering healthcare and consumer credit regulatory issues.
- **MED Healthcare Partners LLC (Chapter 11 - Middle District of Tennessee):** Representing a national owner/operator of skilled nursing facilities and related assets in purchasing substantially all of the assets of debtor Vanguard of Memphis, LLC, a Tennessee based operator of skilled nursing and rehabilitation facilities.
- **Centennial HealthCare Corp. (Chapter 11 – Northern District of Georgia):** Served as bankruptcy counsel to FCSCD Holdings LLC in its acquisition of Centennial HealthCare Corp. and its affiliates. FCSCD expressed its interest in Centennial only days before the debtors entered into an agreement with another nursing home operator. This other transaction had been incorporated into a proposed reorganization plan. Dentons opened the process so that our client would be able to bid for the company in a fair auction process; guided FCSCD's bid through the process until it became the accepted offer; and brought the transaction to a successful closure notwithstanding significant hurdles interposed by the debtors, who had lost their opportunity to transfer the business to their handpicked suitor.
- **PHP Healthcare Corp. (Chapter 11 – District of Delaware):** Represented a potential bidder for a material portion of the debtors' assets. PHP Healthcare Corp. and its related debtors are medical management companies, which covered more than 300,000 individuals and had assets with a book value of more than US\$250 million.
- **Capstone Development (US, Hong Kong):** Representing a group of Hong Kong investors providing the exit financing for a medical building in Phoenix, Arizona.
- **Confidential clients:** Representation of sellers of assets and potential purchasers of health care-related assets in both public and non-public transactions, including analyzing related issues, such as successor liability and licensure.
- **Karykeion, Inc (Chapter 11 – California):** A member of the Firm represented Avanti Health System in its acquisition of Huntington Community Hospital from Karykeion in its Chapter 11 case. The purchase was heavily contested but ultimately successful.
- **Santa Paula Memorial Hospital (Chapter 11 – California):** A member of the Firm represented Ventura County in its acquisition of Santa Paula Memorial Hospital from that hospital's Chapter 11 case in Ventura, California.
- **Surprise Valley Health Care District (Chapter 9 - Sacramento, California):** The firm represented Cadira Group Holdings LLC in its participation in the Chapter 9 bankruptcy case of Surprise Valley Health Care District, a hospital district in Northern California which operates a 26 bed hospital. The client provided \$5 million of debtor in possession lending to allow the district to maintain operations and sought to acquire all the assets of the district. Although the sale was never consummated, the lending gave the District enough operating funds to allow it to propose a plan of adjustment. This case represents a unique situation involving a healthcare district trying to acquire a lab and then sell its assets to a company through Chapter 9 of the Bankruptcy Code.

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Experience with Out-of-Court Restructurings

- **New York University and NYU School of Medicine:** Counsel on various in and out of court restructuring matters.
- **Polbita (Poland):** Providing the owner of Polbita, one of Poland's largest drugstore chains, with comprehensive restructuring advice, including on existing €50 million credit facilities, bridge financing of €12 million, standstill and workout with more than 100 suppliers, and preparation of bankruptcy filings envisaging the procedure for an accelerated voting on composition (during the so-called preliminary meeting of creditors). As a result of a successful out-of-court restructuring and bridge financing, the client regained liquidity and withdrew bankruptcy filings.
- **Medican Holdings Ltd (Canada):** Advising the company and their related entities in their proceedings under the CCAA. This matter involved the restructuring of a number of operating entities and real estate development projects through the innovative use of project-related DIP facilities and a CRP to supplement management.
- **Healthcare Locums (UK):** Advising the company following the suspension of their CFO and CEO following the discovery of accounting irregularities which led to the replacement of the board. We, along with the Company's banks and NOMAD (nominated adviser) put in place an equity restructuring.
- **Carlinville Area Hospital (Illinois):** Represented this rural Illinois community hospital in a restructuring and a settlement with the federal government.
- **Lincoln Park Hospital (Illinois):** Handled the out-of-court shutdown and wind-down of this hospital, which ultimately effected an assignment for the benefit of creditors.
- **University of Tennessee Cancer Institute (Tennessee):** Represented this physician US in a loan workout and refinancing.
- **Confidential clients:** Represented financial institutions and federal government agencies in foreclosures or restructurings and the transfer of distressed projects that were financed by tax-exempt bonds supported by letters of credit. We have been able to preserve the below-market interest rate of the tax-exempt financings, thus bringing in a higher sale price than would have been available for a conventionally financed project because the favorable financing was preserved for the new owner.
- **Confidential client (California):** Represented a troubled IPA in connection with its attempt to restructure its indebtedness and operations out of court and its attempt to renegotiate payer contracts. Ultimately, the IPA elected to liquidate through a general assignment for the benefit of creditors.
- **Confidential client (California):** Represented a governmental unit that owns and operates a rural community hospital in a successful out-of-court restructuring of its indebtedness. The restructuring included a successful temporary moratorium on payments to trade creditors.
- **Confidential client (California):** Represented a medical school in connection with its out-of-court negotiations on certain construction-related bonds.
- **Confidential client (Michigan):** Represented a nonprofit hospital in: (i) restructuring covenants with creditors and (ii) waiving current defaults to allow the hospital to continue to operate and improve its financial condition.
- **Confidential client (Missouri):** Represented the operator of a portfolio of skilled nursing facilities in Missouri in connection with a financial and lease restructuring. The transaction involved negotiations toward a long-term lease extension and possible purchase of the facilities.

Experience with State Law Receiverships, Conservatorships or Proceedings

- **Chartwell Health Care (Chapter 11 – Northern District of Texas and Receivership – Eastern District of Missouri):** Represented the state court receiver for certain nursing home subsidiaries of Chartwell Health Care. These subsidiaries, which were not in bankruptcy, were taken over by the receiver on behalf of the state of Missouri prior to the parent corporation's bankruptcy filing. Eventually they were transferred to a more viable operator.

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Contributing to the complexity of this engagement was litigation in two jurisdictions between the receiver and Chartwell's secured lender.

- **Capital Senior Living:** Served as counsel to one of the nation's largest operators of independent living, assisted living and memory care communities for senior adults, with 129 communities in 23 states and with nearly 12,000 residents in a consensual receivership with Fannie Mae, resulting in a receiver being appointed over 18 of its facilities.
- **Dycora Transitional Health:** Served as counsel to a significant skilled nursing facility chain which operated 27 facilities in two states. The company was facing significant financial difficulties, and Dentons negotiated various receiverships and other remedies to allow the company to maintain profitable facilities and abandon the remainder for the benefit of secured creditors.
- **Grant Hospital/Edgewater Hospital (Illinois):** Represented both hospitals in workout efforts and receivership proceedings. Edgewater ultimately shut down, and Grant was sold.
- **MedPartners Provider Network, Inc. (California):** Represented a takeover of management by a conservator appointed by the California Department of Corporations and a Chapter 11 filing that same day. MedPartners had more than 1.3 million covered lives at the time of the filing. Lawyers from our New York office represented the conservator for the company. .
- **Fortis Management Group:** Counsel to plaintiffs, a REIT owned by Formation Capital, in the receivership of Fortis Management Group and its subsidiaries and affiliates. The receivership includes 65 skilled nursing facilities owned by the plaintiffs and operated by Fortis in Wisconsin, Michigan, Oregon, Minnesota, Idaho, and Washington.

Additional debtor matters

- **Patient Care Ombudsman (Chapter 11 – Central District of California):** A member of the Firm has served as a patient care ombudsman appointed pursuant to section 333 of the Bankruptcy Code and as counsel to a patient care ombudsman in the Chapter 11 bankruptcy case of Upland Surgical Institute, in the Central District of California
- **Life Care Services, LLC:** Successfully defended Life Care Services against an expedited motion in the Bankruptcy Court for the Northern District of Texas. A property seller had sought a ruling that our client's seven-figure lien on the property had been stripped in a 2015 bankruptcy sale. The team drafted a response brief on short notice and litigated a half-day evidentiary hearing. This also included the team conducting an extensive cross-examination, providing legal argument, presenting virtual exhibits and providing strategic advice. The court found in our client's favor and refused to rule that the lien had been stripped because it was preserved in the bankruptcy.

Samuel R. Maizel

Partner



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Overview

Samuel Maizel leads the Firm's healthcare industry restructuring efforts nationwide as a partner in Dentons' Los Angeles Office. His practice includes bankruptcy matters as well as financial restructurings, in- and out-of-court, involving a broad spectrum of industries but he is a nationally recognized expert in the unique issues that arise in the restructuring of healthcare industry entities. In chapter 11 cases, he has served as lead counsel to debtors, trustees and creditors' committees, and has acted as a trustee, examiner, patient care ombudsman and consumer privacy ombudsman. He has also represented many buyers and sellers of assets in chapter 11 cases. In chapter 9 cases, Sam has represented local hospital districts and other governmental units, serving as debtor's counsel and as counsel to creditors' committees.

Before joining Dentons, Sam was a partner in a national bankruptcy firm, and previous to that, as a trial attorney in the US Department of Justice's Commercial Litigation Branch, he represented the federal government in US bankruptcy, district and appellate courts nationwide. He also served in the US Army Judge Advocate General's Corps, including service in Operation Desert Shield/Desert Storm, for which he was awarded the Bronze Star Medal. Previously he served as an infantry officer in the 101st Airborne Division and the 3rd US Infantry Regiment (The Old Guard).

Sam has lectured extensively, is widely published, and has been interviewed on television and radio. He is the only lawyer in the US ranked in both healthcare and bankruptcy by *Chambers and Partners* and *Best Lawyers*. A Fellow of the American College of Bankruptcy, the Daily Journal named Sam one of California's "Top Healthcare Lawyers" in 2021 and *Global M&A Network* named him "Restructuring Lawyer of the Year" in 2020. Every year since 2007, in an annual region-wide peer survey, he has been named a "Super Lawyer," an honor bestowed on only 5 percent of Southern California attorneys.

Experience

Significant Recent Cases

- **Verity Health System of California, Inc.** (Chapter 11 - Central District of California, August 2018-2021): Sam co-led the representation of Verity Health System of California, Inc., and 16 related entities (collectively,

Case 22-02384-LT11 Filed 10/12/22 Entered 10/12/22 20:11:15 Doc 86 Pg. 41 of "Verity"), including 6 acute care operating hospitals⁵⁸ their chapter 11 cases—the second largest nonprofit hospital bankruptcy case in American history with more than \$1.4 billion of debt. During the cases, the Court approved the sale of Verity's hospitals and senior living facility, and confirmed the joint plan of liquidation, which resolved complex litigation and created a liquidating trust for the benefit of creditors. The sale of Verity Health's nonprofit assets raised unique issues related to the transfer of healthcare assets in bankruptcy, including the scope of the powers of the Attorney General and the transfer of medical provider agreements, which led to groundbreaking decisions. During the cases, Verity also collaborated with the Attorneys for the California Governor's Office of Emergency Services to reopen St. Vincent Medical Center in Los Angeles, and to set aside beds at Seton Medical Center in the Bay Area to treat COVID-19 patients.

- **RSG Group:** Sam represented Germany-based RSG Group GmbH in its successful purchase from a highly competitive bankruptcy auction of the most well-known and iconic gym chain in the world, Gold's Gym, for US \$ 100 million, in 2020.
- **Astria Health** (Chapter 11 - Eastern District of Washington, 2019-2020): Represented Astria Health System in the recently completed 13 related chapter 11 bankruptcy cases in Yakima, Washington. Astria is a non-profit health system which included three operating acute care hospitals and various clinics. The team secured several victories including: (a) overcoming vigorous opposition from a secured creditor to obtain authorization for \$28 million in debtor in possession financing ensuring that Astria would have sufficient liquidity to continue to operate; (b) securing a ruling from the court enforcing the automatic stay and requiring a health staffing company to provide intensive care unit nurses, as specified in its contract with Astria, so that Astria can continue to provide essential healthcare services to the community; (c) obtained replacement debtor in possession financing from its major secured creditor to allow it to formulate a plan of reorganization; (d) restructuring operations including closing one hospital, replacing management and restructuring operations; and (e) secured a ruling from the Bankruptcy Court obtaining a loan under the Paycheck Protection Program over the vigorous objection of the Small Business Administration. Finally, the team secured confirmation of a joint plan of reorganization which provided for a partnership with the Multicare Health System, and reduced Astria's obligations by over \$100 million.
- **Air Force Village West, Inc. dba Altavita** (Chapter 11 – California): Represented Air Force Village West, Inc., in chapter 11 proceedings that paved the way for the sale of its continuing care retirement community. Dentons lined up a stalking horse bidder, with the consent of the secured creditors, to sell the 220 acre facility for \$58 million in cash and assumption of certain liabilities. The sale closed in mid-2019 and the case dismissed shortly thereafter.
- **Gardens Regional Medical Center & Hospital, Inc.** (Chapter 11 - Central District of California, June 2016-October 2018): Sam led the representation of this 137 bed not-for-profit hospital in Hawaiian Gardens, California in a liquidating bankruptcy case. The hospital was initially sold under section 363 of the Bankruptcy Code in a very successful auction (the purchase price went from \$8.5 million to \$19.5 million). The California Attorney General approved the sale but imposed such onerous economic conditions on the buyer that the sale failed and the hospital was closed. It was sold again, now as a closed hospital, for approximately \$7 million, over the objection of the Attorney General. The case resulted in three published opinions, all on cutting edge issues of bankruptcy law, and a significant distribution to unsecured creditors.
- **Carefree Willows, Inc.** (Chapter 11 - District of Nevada, 2015-16): Sam served as Chapter 11 Trustee in Las Vegas, Nevada. Sam was appointed after five years had failed to produce a resolution of a hotly contested single asset real estate case. In less than six months Sam was able to negotiate a settlement between the parties, and confirm a plan of reorganization which paid the general unsecured creditors in full, allowed equity to retain ownership and to pay the secured debt over \$50 million pursuant to a settlement.
- **San Diego Hospice & Palliative Care** (Chapter 11 – Southern District of California, 2013 -2015): Sam led the representation of the official committee representing unsecured creditors in the bankruptcy of a large hospice and home health provider in San Diego, California. The hospice filed for bankruptcy protection as a result of ongoing operational losses and disputes with Medicare & Medicaid over payments under the Medicare program. The committee counsel wrote and was the co-proponent under the liquidating Chapter 11 plan. Sam led the negotiations with the federal government over its \$112 million claim, which resulted in a 100% distribution to non-governmental unsecured creditors.

- **Gordian Medical, Inc., dba American Medical Technologies** (Chapter 11 – Central District of California, 2012-2015): Sam led the representation of a privately owned, durable medical supplier in Irvine, California, which provides wound-care dressings and supplies to more than 4,000 nursing homes, hospices, and other facilities in 49 states. Gordian filed bankruptcy after a complete suspension of Medicare payments. The bankruptcy court confirmed a successful restructuring led by a new value contribution from the owners and leaving equity in control of the company. The plan provided for 100% distribution to non-governmental creditors, and resolved over \$100 million in claims asserted by the Centers for Medicare & Medicaid Services, the IRS and the California Franchise Tax Board.

Additional Debtor Representations

- Sam represented the Chapter 11 debtors in American Hospice, Inc. and related entities, Health Plan of the Redwoods, Health Source Medical Group, Inacom, Pacific Eyenet, and Delta Entertainment.
- Sam represented the Chapter 9 debtor in West Contra Costa Healthcare District.

Additional Trustee Roles

- Sam served as the Chapter 11 Trustee in the cases of Agesong Genesis, LLC, dba Agesong University, and Mayacamas Holdings, LLC, both in San Francisco, California.

Additional Creditors' Committee Counsel Representations

- Sam represented the Creditors' Committees in Adair County Hospital District, Hawaii Medical Center, Pacifica Hospital of the Valley, Pleasant Care Corporation, Mariner Post-Acute Network, West Contra Costa Healthcare District, Valley Health System, Palm Drive Healthcare District, and Associated Physicians of St. Johns.

Additional Miscellaneous Representations and Roles

- Sam represented individual creditors in Sun Healthcare Group, NewCare Health Corporation, Integrated Health Services, Assisted Living Concepts, Alpha Healthcare Foundation, FPA Medical Management, MedPartners Provider Network.
- Sam served as counsel to hospital purchasers in Karykeion and Santa Paula Memorial Hospital.
- Sam served as patient care ombudsman and consumer privacy ombudsman in Upland Surgical Institute.
- Sam served as an Examiner in Metropolitan Mortgage & Securities.
- Sam acted as special counsel to the Chapter 11 debtors in Intrepid USA and Fairmont General Hospital, and to the SEC Receiver in Comprehensive Care of Oakland, LLC.
- Sam led the representation of the National Association of Attorneys General (46 states and six territories that were parties to the master settlement agreement with the tobacco industry) since 2000 and as part of that engagement served as counsel to governmental entities in Alliance Tobacco and Carolina Tobacco.
- Sam led the out-of-court restructuring of Health Line Clinical Laboratories.
- Sam served as counsel to the Chapter 7 trustee in Rodeo Canon and Chapter 11 trustee in Estate Financial.

Recognition

In addition to significant individual honors and awards, Sam Maizel has led the representation of several cases that have recently received noteworthy recognition.

- The Restructuring, Insolvency and Bankruptcy group, co-led by Sam Maizel, received Deal of the Year

- The Firm earned two accolades in the 2021 Turnaround Atlas Awards. Co-led by Sam Maizel, we won in the Special Situations M&A Deal category for our representation of Verity Health Systems of California in its chapter 11 reorganization and sale, the second-largest hospital restructuring in US history, which a multi-office, multi-practice team.
- Co-led by Sam Maizel, our representation of RSG Group in its \$100 million purchase at auction of Gold's Gym won in the Cross-Border Special Situation M&A Deal category.

Honors and Awards

- Recognized as one of its "Top 100 Lawyers for 2022" by the *Los Angeles Business Journal*
- "Outstanding Lawyer Award" for distinguished service as outside counsel to nonprofit organizations by the ABA 2022 Outstanding Nonprofit Lawyer Awards
- Ranked as a Top Healthcare Lawyer in California by *Daily Journal*, 2021
- Awarded the "Restructuring Lawyer of the Year" for 2020 by *Global M&A Network*
- Listed in 500 Leading U.S. Bankruptcy & Restructuring Lawyers by *Lawdragon*, 2020
- Ranked for Outstanding Restructuring Lawyers by *Turnarounds & Workouts*, December 2019
- Listed, *Best Lawyers in America*
 - Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law, 2017-present
 - Health Care Law, 2015-present
 - Litigation - Bankruptcy, 2017-present
- *Chambers USA*
 - California, Bankruptcy/Restructuring, 2019-2022
 - California, Healthcare, 2015-2022
- Listed, Recognized Lawyer, *The Legal 500*, Restructuring (including Bankruptcy): Corporate, 2021-2022; Healthcare - Service Providers, 2016
- Recognized for Bankruptcy in Southern California in *Super Lawyers* magazine, 2007-present
- Listed in *Los Angeles Magazine*'s Best Lawyers list for Bankruptcy and Health Care Law, 2016
- Recognized with the Martindale-Hubbell AV Preeminent Rating, Martindale-Hubbell's highest ranking in both legal ability and ethical standards

In the Media

- "Pimco-Backed Mortgage Originator Files Ch. 11," *The Deal*, July 2, 2022
- "First Guaranty Mortgage Gets Court OK To Tap \$11M," *Law360*, July 1, 2022
- "First Guaranty Mortgage Obtains Interim DIP Approvals on Largely Consensual Basis After Striking Mid-Hearing Deals With Objecting Banks; All 'Options' on Table in Freefall Chapter 11," *Reorg*, July 1, 2022
- "Agspring Debtors, Tubbs Parties, Prepetition Secured Lenders Reach Global Settlement, Paving Way for Emergence From Chapter 11," *Reorg*, April 24, 2022
- "Judge Goldblatt Grants Agspring Debtors' Request to Make \$8.8M Distribution to Secured Lenders From Big

- "Astria Health is a local - but smaller - organization post-bankruptcy," *Yakima Herald*, February 28, 2021
- "Default risk for US hospitals falls from 2020 peak despite lingering challenges," *SP Global Market Intelligence*, March 10, 2021
- "Astria Health still has work left to do in bankruptcy," *Yakima Herald*, March 1, 2021
- "Astria Health bankruptcy plan gets closer to approval as objections resolved," *Yakima Herald*, December 21, 2020
- "MultiCare offers \$75 million loan to help Astria Health out of bankruptcy," *Yakima Herald*, December 18, 2020
- "Sale of vacant hospital properties to provide major paydown of Astria Health debt," *Yakima Herald*, October 21, 2020
- "Astria Health, nurses union reach settlement over Regional closure," *Yakima Herald*, August 20, 2020
- Dentons Steers RSG Group In \$100M Gold's Gym Ch. 11 Buy, *Law 360*, July 14, 2020
- "The coronavirus pandemic impact on a hospital bankruptcy," *The Bond Buyer*, April 30, 2020
- "How coronavirus broke America's healthcare system," *Financial Times*, April 30, 2020
- "Astria Health to reorganize, not sell, as the coronavirus affects markets," *Yakima Herald*, April 28, 2020
- "Verity Cleared to Sell Two Hospitals," *The Deal*, April 13, 2020
- "Officials scramble for Seton," *The Daily Journal*, March 6, 2020
- "Daly City Fights to Save Hospital," NBC Bay Area, March 5, 2020
- "County officials: Daly City hospital could shut down as soon as next week," *San Francisco Examiner*, March 4, 2020
- "San Mateo County Holds Emotional Meeting About Closing Seton Medical Center," CBS Bay Area, March 4, 2020
- "San Mateo County Meeting on Seton Medical Center," *Peninsula TV*, March 4, 2020
- "Judge: No turning back Yakima hospital closure," *The Daily World*, January 16, 2020
- "Astria's Yakima hospital's closing may be a symptom of a bigger crisis," *Yakima News*, January 15, 2020
- "Hospital Bankruptcies Leave Sick and Injured Nowhere to Go," *Bloomberg*, January 9, 2020
- "In Rejecting SGM's Allegations of 'Material Adverse Effects' Under APA for Remaining Verity Health Hospitals, Judge Robles Says SGM Operating 'Very Close' to Bad Faith," *Reorg*, Nov. 26, 2019
- "Judge Robles Denies DHCS Request for Stay Pending Appeal of Verity Health Debtors' Sale of Medi-Cal Provider Agreements Free and Clear of DHCS Interests; Sale Order Will Be Certified for Direct Appeal to Ninth Circuit," *Reorg*, Oct. 22, 2019
- "Judge Robles to Rule 'in Due Course' on Verity Health Debtors' Ability to Sell Medi-Cal Provider Agreements Free and Clear of DHCS Interests," *Reorg*, September 25, 2019
- "Circuit Split Deepens: Bankruptcy Court's Jurisdiction over Social Security and Medicare Claims , " *Business Law Today*, August 8, 2019
- "The Road to Recovery – Bankruptcy judge approves additional funding for Astria Health," *Yakima Herald*, June 13, 2019

- "Astria Health and Its Biggest Lender Have Different Takes on Bankruptcy, Reorganization," *Yakima Herald*, May 13, 2019
- "Astria Health Says News Billing Vendor Part of Turnaround Plan After Company Went From a 'Banner Year' to Struggling to Pay Vendors," *Yakima Herald*, May 13, 2019
- "Washington Astria Health Files for Ch. 11," *The Deal*, May 7, 2019
- "Verity Collects Approval to Sell Remaining Hospitals," *The Deal*, April 18, 2019
- "Altavita Village Latest Retirement Community Casualty," *The Deal*, March 12, 2019
- "\$610M Stalking Horse Bid For 4 Verity Hospitals Approved," *Law 360*, February 20, 2019
- "Verity Reveals Sale of Remaining Hospitals," *The Deal*, January 18, 2019
- "Verity Health Collects Bid Procedures Approval," *The Deal*, October 25, 2018
- "Verity to Seek Sale of Hospitals in Chapter 11," *The Deal*, September 1, 2018
- "Verity Health System Files For Bankruptcy In California," *Law360*, August 31, 2018
- "Reorganization of Bankrupt Applebee's Franchisee Could Include Existing Owner , " *The Wall Street Journal*, April 16, 2018
- "Applebee's Wins First Round in Fight With Bankrupt Franchisee," *Bloomberg*, June 28, 2018
- "RMH Points to Dine Brands for Chapter 11 Filing," *The Deal*, May 10, 2018
- "Freestanding emergency room operator Adeptus may soon emerge from bankruptcy," *The Dallas Morning News*, September 28, 2017
- "With 238 bankruptcies in 18 months, does Texas have an ailing health industry?," *The Dallas Morning News*, September 2017
- "Judge rejects attorney general's bid to block sale of closed hospital," *Daily Journal*, June 9, 2017
- "Maizel '77 Elected to CSHA Board of Directors," *West Point Grad News*, March 9, 2017
- "Healthcare Law 2016: Virtual Round Table," *Corporate LiveWire*, December 2016
- "West Contra Costa Healthcare files Chapter 9," *The Deal*, October 25, 2016
- "Judge clears Gardens Regional sale," *The Deal*, August 1, 2016
- "Gardens Regional auction sees price soar," *The Deal*, July 21, 2016
- "Gardens Regional secures bidding procedures nod," *The Deal*, July 07, 2016
- "DIP dimensions: Loan transplant," *The Deal*, June 23, 2016
- "ABA Says 9th Circ. Decision Disrupts Bankruptcy Appeals," *Law360*, June 14, 2016
- "Gardens Regional looks to resuscitate operations with DIP," *The Deal*, June 07, 2016
- "Riverside's American Hospice gets buyers for all assets, by Kelsey Butler, Posted on May 03, 2016
- "American Hospice gets OK to auction Texas, Virginia operations," *The Deal*, April 08, 2016
- "American Hospice to sell business in Chapter 11," *The Deal*, March 21, 2016

Insights

Books and Treatises

- Chapter author, "Unique Issues That Arise in Healthcare Business Bankruptcies," *Reorganizing Failing Businesses*, American Bar Association, July 2017
- Contributing author, Health Care Insolvency Manual, American Bankruptcy Institute 1997; revised 2005 and 2012
- Co-author, "Winning Your Bankruptcy Appeal," ABI's Bankruptcy Appeals Manual, June 2007; 2nd ed. 2010
- Contributing author, Collier on Bankruptcy, Matthew Bender, 2005 - present (on sections 333 and 351)
- Contributing Author, "Workout Issues in the Healthcare Industry," Business Workouts Manual, November 26, 2006

Law Review Articles

- Co-author, "The Medicare Provider Agreement: Is It a Contract or Not? And Why Does Anyone Care?" *The Business Lawyer* (Vol. 71), Fall 2016
- Co-author, "Killing the Patient to Cure the Disease: Medicare's Jurisdictional Bar Does Not Apply to Bankruptcy Courts," *Emory Bankruptcy Developments Journal* (Vol. 32), February 2016

Recent Magazine Articles

- Co-author, "Challenges in Protecting Confidential Data in Bankruptcy," *ABI Journal*, January 2021
- Co-author, "Medicare, Medicaid Provider Agreements May Transfer Free and Clear in Bankruptcy," *Journal of Corporate Renewal*, September 2020
- Co-author, "The Effect of the Global Pandemic on Hospitals in America: The Rich Get Richer, But for the Rest ..." in *Norton Journal of Bankruptcy Law and Practice*, Vol. 29, No. 4 (August 2020)
- Co-author, Navigating the Pitfalls of Chapter 11 Deposit Management, *ABI Journal*, April 2019 (Selected for *Best of ABI 2019: The Year in Business Bankruptcy*)
- Co-author, "Not So Fast: Bankruptcy Court Reject Attorney General's Review of Sale of Assets of a Closed Hospital," *California Health Law News*, Volume XXXVI, Issue 1, Fall 2017/Winter 2018.
- Co-author, "Binding the Government in Health Care Restructurings: What Notice Is Required?," *ABI Bankruptcy Litigation Committee*, January 2018
- Co-author, "Revising § 351: Dealing with Unwanted Medical Records," Problems in the Code column, *ABI Journal*, May 2017
- Co-author, "Ozenne v. Chase Manhattan Bank (In re Ozenne): Gone for Now, But Not Forgotten," 26 Norton Journal of Bankruptcy Law and Practice, Art. 2, April 2017
- Co-author, "Extent of State's Power at Issue in Nonprofit Hospital's Asset Sale," *Journal of Corporate Renewal* (Vol. 30), March 2017
- Author, "Liquidating Healthcare Facilities in California," *Receivership News* (Issue 58), Summer 2016

Activities and Affiliations

Presentations

- Moderator, "HEALTHCARE: Specialty Practice Services - How is covid shaping specialty, physician care and

- Panelist, "Corporate Bankruptcy and Restructuring: Latest Trends to Watch in 2022," The Knowledge Group, April 12, 2022
- Panelist, "Enforcement Liabilities and Insolvency," 26th Compliance Institute, March 29, 2022
- Panelist, Healthcare restructuring issues, American Bankruptcy Institute Caribbean Insolvency Conference, February 11, 2022
- Panelist, "The Year Ahead: Healthcare M&A," 13th Annual Growth & Deals Forum, January 26, 2022
- Panelist, "Paying it Forward: A Fireside Chat," LA Bankruptcy Forum, December 6, 2021
- Speaker, "Healthcare M&A and Restructuring Outlook," Expert Webcast, December 1, 2021
- Panelist, "Investing in Distressed Healthcare Industry Assets: Just What The Doctor Ordered!" 28th Annual Distressed Investing Conference, November 29, 2021
- Panelist, "Executory Contracts/363 Sales/Abandonment: Can You Reject/Sell Out the Government?" National Association of Attorneys General, 2021 Virtual Bankruptcy Seminar: Bankruptcy from a Governmental Perspective, October 28, 2021
- Panelist, "Just What The Doctor Ordered: Developments and Opportunities in Healthcare Restructuring" American College of Bankruptcy Annual Meeting, October 5, 2021
- Moderator, Roundtable panel on Healthcare Industry Issues at The Deal Economy: Predictions and Perspectives Conference, September 21, 2021
- Panelist, "Lessons on Distressed Healthcare Sales From the Verity Bankruptcy Case," Expert Webcast, April 29, 2021
- Panelist, "Healthcare Insolvency in the Age of COVID-19" program for the Boston Bar Association, March 4, 2021
- Panelist, "Restructuring Recap: Healthcare Systems" at the Distressed M&A Conference sponsored by Global M&A Network LLC., January 21, 2021
- Speaker, Virtual panel on executory contract issues as part of a panel for the National Association of Attorneys General's Annual Bankruptcy Conference, November 6, 2020
- Panelist, Virtual Panel on "Hot Issues in the Restructuring of a Healthcare Industry Business" for the American Bankruptcy Institute/Commercial Law League of America, October 22, 2020
- National Webinar, "Hospital Bankruptcies - Unique Challenges and Current Hot Topics," American Bankruptcy Institute, October 17, 2019
- Panelist, "Resuscitating the Patient - Restructuring Healthcare Entities in the Current Environment" for the Debtor/Creditor Rights Committee of the Business Law Section of the State Bar of Michigan in Detroit, Michigan, July 24, 2019
- Panelist, "Healthcare Restructuring Case Studies", Expert Webcast, June 27, 2019
- Panelist, "The Intersection of Bankruptcy Law and the Healthcare Industry: A Clash of Conflicting Concepts" for the Bay Area Bankruptcy Forum in San Francisco, California, April 29, 2019
- Panelist, "An Overview of Healthcare, Restructuring and Bankruptcies" for the Dentons US LLP Buying Trouble Conference, in Atlanta, Georgia, April 16, 2019
- Speaker, "Sale of California Nonprofit Healthcare Entities in Bankruptcy: When An Irresistible Force Meets An Immoveable Object," California Lawyers Association Nonprofit Organizations Committee, February 21, 2019
- Panelist, "Health Care Bankruptcy Update," 43rd Annual Paskay Memorial Bankruptcy Seminar, Tampa, FL,

- Moderator, "Hear From the CEOs: What Keeps Them Up At Night?" American Bankruptcy Institute Conference, January 17, 2019
- Panelist, "Healthcare Restructuring Outlook 2019" (discussing topics such as M&A issues, bankruptcy v. out-of-court restructuring, drivers for filing and more), Expert Webcast, January 10, 2019
- Panelist, "Rescuing Hospitals From The Emergency Room" (discussing issues related to sales of hospitals in bankruptcy), American Bankruptcy Institute Southeast Bankruptcy Workshop, July 26-27, 2018
- Speaker, "Unique Issues That Arise in a California Healthcare Restructuring," California Society for Healthcare Attorneys Annual Meeting, April 14, 2018
- Panelist, "Issues Related to State Legalization of Marijuana—a Focus on Bankruptcy Law and the Impact of California's New Law Related to Recreational Use of Marijuana," Southern District of California Judicial Conference, April 4, 2018
- Panelist, "Negotiation Insights: Section 363 Sales," 44th Annual Seminar on Bankruptcy Law & Rules, Southeastern Bankruptcy Law Institute, March 23, 2018
- Moderator and Panelist, "Industry Spotlight: Healthcare Providers in Bankruptcy," 44th Annual Seminar on Bankruptcy Law & Rules, Southeastern Bankruptcy Law Institute, March 23, 2018
- Moderator and Panelist, "Unique Issues That Arise in a Healthcare Restructuring," American Bar Association Business Law Section, December 21, 2017
- Moderator and Panelist, "How Health Care Technology Changes Will Impact Your Practice," American Bankruptcy Institute Winter Leadership Conference, Palm Springs, CA, December 1, 2017
- Panelist, "The Many Commercial Roles of Government - Executory Contracts, Loans, Procurement, 525 Licensing and Grants," National Association of Attorneys General's Bankruptcy From a Government Perspective Seminar, Savannah, GA, November 13, 2017
- Guest Speaker, "Bankruptcy and Restructuring of Health Care Organizations," University of Nevada Las Vegas Boyd School of Law, October 30, 2017
- Panelist, "Debt Restructuring & Asset Sales for Health Care Businesses," Maine Health Care Association Annual Meeting, Rockport, ME, October 5, 2017
- National Webinar, "The Intersection of Healthcare Law and Bankruptcy Law," American Health Lawyers Association's Regulation, Accreditation, and Payment Practice Group, September 6, 2017
- Panelist, "The American Health Care Industry: Facing Financial Uncertainty," Association of Corporate Counsel - Southern California Chapter, Newport Beach, CA, August 2, 2017
- Panelist, "Healthcare Restructuring Issues", Los Angeles County Bar Association, April 27, 2017.
- Panelist, "Has CMS Said Goodbye to the Bankruptcy Court?" American Bar Association Business Law Section, Business Bankruptcy Committee Spring Meeting, New Orleans, LA, April 6, 2017
- Panelist, "Commercial Finance Association Healthcare Asset-based Lending Program," webinar hosted by the Commercial Finance Association, April 4, 2017
- Panelist, "Zika in the Caribbean, and Other Stinging Health Care Insolvency Issues," American Bankruptcy Institute Caribbean Insolvency Symposium, Cayman Islands, February 11, 2017
- Panelist, "Intersection of Healthcare and Bankruptcy," The Bankruptcy Bar Association for the Southern District of Florida, February 7, 2017
- Panelist, "Delivered from Their Distress: Acquisition Challenges and Opportunities of Distressed Hospitals," National CLE Conference, Snowmass, CO, January 7, 2017

- Panelist, "The State of Play: Managing State AG H₅₈Button Issues in Chapter 11 Cases," American Bar Association Business Law Section's Business Bankruptcy Committee, San Francisco, CA, October 27, 2016
- Panelist, "Restructuring and Bankruptcy Challenges in the 21st Century World of Not For Profits," Commercial Law League of America, San Francisco, CA, October 27, 2016
- 2016 Visiting Distinguished Professor, Southeastern Bankruptcy Institute (SBLI), Atlanta, GA, September 26-30, 2016
- Featured Guest Speaker, "Bankruptcy by the Bayou: Lessons for Healthcare Insolvencies," SBLI and Bankruptcy Judges for the Northern District of Georgia Luncheon, Atlanta, GA, September 28, 2016
- Featured Guest Speaker, Georgia State University College of Law's The Center for Law, Health & Society Luncheon, Atlanta, GA, September 29, 2016
- Panelist, "Full of Patients But Low on Cash: Managing Conflicts Between Health-Care Needs and Budget Woes," GSU College of Law's Tower to the Trenches CLE, Atlanta, GA, September 30, 2016
- Panelist, "The Life Cycle of Intercreditor Agreements - From Cradle to Grave," American Bar Association Business Law Section, Boston, MA, September 8, 2016
- Speaker, "Healthcare Restructuring Outlook: 2016 and Beyond," Expert Webcast, June 2, 2016
- Panelist, "Can You Believe What Politicians Tell You? A Comparison of the Business of Healthcare Delivery Systems in the United States and Canada," American Bar Association Business Law Section, Montreal, Canada, April 7, 2016

Memberships

- Fellow, American College of Bankruptcy (2017)
- American Bar Association
 - Chair, Standing Committee on Armed Forces Law (Chair, 2017 - 2020, Member 2013-2017, and 2020-present)
 - Previously Chaired, Business Law Section Business Bankruptcy Committee, Healthcare and Non-Profit Subcommittee, Secured Creditor Subcommittee, Litigation Subcommittee, and Executory Contracts Subcommittee.
 - Member, Business Law Section Business Bankruptcy Committee, Special Task Force on Bankruptcy Rule 2019 (2008)
- Member, Board of Directors, California Society for Healthcare Attorneys (2017-2021)
- Member, Board of Editors, California Health Law News (2010-present)

Areas of focus

Practices

- Creditor and Equity Committee Representation
- Cross-Border Restructuring Matters
- Debtor Representation
- Distressed M&A, Investing and Debt Trading
- Insolvency Litigation and Enforcement

- Out-of-Court Restructurings and Work-outs

- Restructuring, Insolvency and Bankruptcy

Industry sectors

- Government
- Life Sciences and Health Care
- Cannabis

Region

- United States
- Los Angeles

Education

- George Washington University School of Law, 1985, JD
- Georgetown University, 1983, MA
- United States Military Academy, 1977, BS

Admissions and qualifications

- California
- Pennsylvania

Tania M. Moyron

Partner



Partner

Los Angeles

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tania.moyron@dentons.com

Overview

Tania is the US Region Co-Chair of the Global Restructuring, Insolvency and Bankruptcy Group, and leads Dentons' Practice Group Diversity Partners Initiative for the Group. She specializes in corporate restructuring, including out-of-court workouts and formal insolvency proceedings. Her representations span a broad range of clients across many sectors, all of which require strategic advice and creative solutions. She has extensive experience representing companies, secured creditors, committees of unsecured creditors and equity committees, liquidating trustees, sellers, and principals in a variety of industries, including health care, agriculture, retail, entertainment, trucking, real estate, and restaurant franchise industries. Her health care clients have included nonprofit hospitals, continuing care retirement communities, and other health care related entities nationwide.

Prior to joining Dentons, Tania gained experience in complex and challenging Chapter 11 cases at top-ranked national firms for business restructuring and bankruptcy. Tania also served as a judicial and appellate law clerk to the Honorable Christopher M. Klein, former Chief Judge for the United States Bankruptcy Court for the Eastern District of California and former member of the Bankruptcy Appellate Panel of the Ninth Circuit Court of Appeals.

Experience

- **Verity Health System of California, Inc.** (Chapter 11): Tania co-led the representation of Verity Health System of California, Inc., and 16 related entities (collectively, "Verity"), including 6 acute care operating hospitals, in their chapter 11 cases—the second largest hospital bankruptcy case in American history with more than \$1.4 billion of debt. During the cases, the Court approved the sale of Verity's hospitals and senior living facility, and confirmed the joint plan of liquidation, which resolved complex litigation and created a liquidating trust for the benefit of creditors. The sale of Verity Health's nonprofit assets raised unique issues related to the transfer of healthcare assets in bankruptcy, including the scope of the powers of the Attorney General and the transfer of medical provider agreements, which led to groundbreaking decisions. During the cases, Verity also collaborated with the Attorneys for the California Governor's Office of Emergency Services to reopen St. Vincent Medical Center in Los Angeles, and to set aside beds at Seton Medical Center in the Bay Area to treat COVID-19 patients.
- **Agspring Mississippi Region, LLC, et al.**: Represent agricultural debtors in chapter 11 cases pending in Delaware.

- **Air Force Village West, Inc. dba Altavita** (Chapter 11 – California): Represented Air Force Village West, Inc., in chapter 11 proceedings that paved the way for the sale of its continuing care retirement community. Dentons lined up a stalking horse bidder, with the consent of the secured creditors, to sell the 220 acre facility for \$58 million in cash and assumption of certain liabilities. The sale closed in mid-2019 and the case dismissed shortly thereafter.
- **Gardens Regional Medical Center & Hospital, Inc.** (Chapter 11 - Central District of California, June 2016-October 2018): Tania played a pivotal role in representing this 137 bed not-for-profit hospital in connection with the California Attorney General's appeal of the Bankruptcy Court's sale order. The hospital was initially sold under section 363 of the Bankruptcy Code in a very successful auction (the purchase price went from \$8.5 million to \$19.5 million). The California Attorney General approved the sale, but imposed such onerous economic conditions on the buyer that the sale failed, which led to the hospital's closure. The hospital sold again, now as a closed hospital, for approximately \$7 million, over the objection of the Attorney General. When the Attorney General appealed the sale order, the firm successfully obtained a dismissal of the appeal. The case resulted in three published opinions, all on cutting edge issues of bankruptcy law, and a distribution to unsecured creditors.
- **Puerto Rico:** Represented the Fiscal Agency and Financial Advisory Authority and the Government Development Bank for the Commonwealth of Puerto Rico regarding its restructuring and revitalization efforts prior to commencement of proceedings under the Puerto Rico Oversight, Management, and Economic Stability Act (PROMESA).
- **ICPW Liquidation Corp., a Nevada corp., (formerly In re Ironclad Performance Wear Corp.), et al.:** Represented the Official Committee of Equity Holders (and currently the Trustee and the Trustee Board) in chapter 11 jointly-administered cases. The Debtors' assets were sold at auction for \$25.25 million, which is 60 percent more than the stalking-horse bid. Thereafter, the Equity Committee and the Debtors confirmed a joint plan of liquidation that pays unsecured creditors in full and results in significant distributions to equity.
- **Domum Locus, LLC:** Represented a real estate debtor in successfully restructuring its obligations with its secured lender and emerging from Chapter 11.
- **Radio personality:** Represented non-debtor spouse and well-known radio personality in contentious litigation instituted by secured lender.
- **Heller Ehrman, LLP:** Represented the Official Committee of Unsecured Creditors in the administration of estate and claims litigation.
- **South Bay Expressway L.P.:** Represented the California Department of Transportation in the Chapter 11 proceedings of the state's largest public-private partnership, which built a toll road in Southern California.
- **Consolidated Freightways Corp., et al.:** Represented a Chapter 11 liquidating trustee in Consolidated Freightways Corp. and certain affiliates (the former operator of one of the largest less-than-truckload long-haul freight transportation companies in the United States, which generated more than US\$2 billion in revenues annually) in connection with the administration of the estates, complex insurance litigation and other matters.
- **Rachel Ashwell Designs, Inc. dba Shabby Chic:** Represented a Chapter 11 debtor (a retailer, manufacturer, licensor and wholesaler of home furnishings, bedding and accessories) in connection with the liquidation of certain retail stores and a structured dismissal.

Recognition

- Recognized, *Best Lawyers in America*, Bankruptcy and Creditor Debtor Rights / Insolvency and Reorganization Law, 2023
- Listed, Recognized Lawyer, *The Legal 500*, 2022
- Recognized as "Up & Coming" in California by *Chambers USA*, Bankruptcy/Restructuring, 2022; Ranked

- Named by The Minority Corporate Counsel Association as a "Rising Star"
- Received individual acclaim as one of five finalists for *The Los Angeles Business Journal's* 2020 Leaders in Law Award
- Recipient of Dentons' WomenLEAD Award, 2019
- Recognized as a "Rising Star" by *Southern California Super Lawyers*, 2013–2015

In the Media

- "Pimco-Backed Mortgage Originator Files Ch. 11," *The Deal*, July 2, 2022
- "First Guaranty Mortgage Gets Court OK To Tap \$11M," *Law360*, July 1, 2022 "The coronavirus pandemic impact on a hospital bankruptcy," *The Bond Buyer*, April 30, 2020
- "AHMC Healthcare to Buy Two San Francisco-Area Hospitals for \$40 Million" *The Wallstreet Journal*, April 23, 2020
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Insights

- Co-author, "Medicare, Medicaid Provider Agreements May Transfer Free and Clear in Bankruptcy," *Journal of Corporate Renewal*, September 2020
- Co-author, "The Effect of the Global Pandemic on Hospitals in America: The Rich Get Richer, But for the Rest ..." in *Norton Journal of Bankruptcy Law and Practice*, Vol. 29, No. 4 (August 2020)

Activities and Affiliations

Community Involvement and Pro Bono

- Cycle for Survival, Team Lead
- LA Beats Cancer, Board Member

Presentations

- Moderator, Roundtable panel on Healthcare Industry Issues at The Deal Economy: Predictions and Perspectives Conference, September 21, 2021
- Panelist, "Lessons on Distressed Healthcare Sales From the Verity Bankruptcy Case," Expert Webcast
- Panelist, "Cutting-Edge Commercial Law/Regulatory Issues in Health Care Insolvencies," ABI Annual Spring

- Panelist, "How to Effectuate Distressed Hospital Sales Where Prior Efforts have Failed," Distressed Investing Conference
- Panelist, "Nonprofits in Distress Never Say Never," Western Conference on Tax Exempt Organizations
- Speaker, "Appellate Ethics and Frivolous Appeals," 4th Annual Bankruptcy Ethics Symposium, Federal Bar Association
- Speaker, "What's up with Attorney Civility?," 5th Annual Bankruptcy Ethics Symposium, Federal Bar Association
- Producer, "Back to the Minefield: (Even More) Ethical Dilemmas Facing Young Insolvency Professionals," California Bankruptcy Forum, Rancho Mirage, California

Memberships

- Member, American Bankruptcy Institute
- Member, American Bar Association
- Member, International Women's Insolvency and Restructuring Confederation (IWIRC)
- Member, Los Angeles County Bar Association
- Member, Latina Lawyers Bar Association
- Member, Turnaround Management Association

Areas of focus

Practices

- Restructuring, Insolvency and Bankruptcy
- Creditor and Equity Committee Representation
- Cross-Border Restructuring Matters
- Debtor Representation
- Insolvency Litigation and Enforcement
- Out-of-Court Restructurings and Work-outs

Industry sectors

- Distressed Health Care
- Health Care
- Life Sciences and Health Care

Education

- University of the Pacific, McGeorge School of Law, 2004, Juris Doctor
- University of California, San Diego, 1999, BA

Admissions and qualifications

- California
- US Bankruptcy Court for the Central District of California
- US Bankruptcy Court for the Eastern District of California
- US Bankruptcy Court for the Northern District of California
- US Bankruptcy Court of the Southern District of California
- US Court of Appeals for the Ninth Circuit
- US District Court for the Central District of California
- US District Court for the Northern District of Texas

Languages

- English
- Spanish

1 **EXHIBIT D**

2 **(Proposed Order)**

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Name, Address, Telephone No. & I.D. No.

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Tania M. Moyron (SBN 235736)
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Los Angeles, CA 90017-5704
Telephone: 213 623 9300

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF CALIFORNIA
325 West F Street, San Diego, California 92101-6991

In Re
BORREGO COMMUNITY HEALTH FOUNDATION,
Debtor and Debtor In Possession.

BANKRUPTCY NO. 22-02384-11

Date of Hearing:
Time of Hearing:
Name of Judge: Honorable Laura S. Taylor

Debtor.

ORDER ON**DEBTOR'S APPLICATION TO EMPLOY DENTONS US LLP AS DEBTOR'S CHAPTER 11 BANKRUPTCY
COUNSEL**

The court orders as set forth on the continuation pages attached and numbered 2 through 2 with exhibits, if any, for a total of 2 pages. Motion/Application Docket Entry No. _____.

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DATED:

Judge, United States Bankruptcy Court

Debtor and Debtor In Possession.

The Court having considered the Debtor's Application to Employ Dentons US LLP as Debtor's Chapter 11 Bankruptcy Counsel ("Application") filed by Borrego Community Health Foundation ("Debtor"), the Debtor and debtor in possession herein, the files and records in this Case, and the arguments presented at the hearing before the Court (if any); the Court having found that good and sufficient cause exists for granting the Application; it appearing that the relief requested is in the best interest of the Debtor's estate, its creditors, and other parties in interest; and it appearing that notice of the Application was adequate and proper under the circumstances of the Case and that no further or other notice need be given,

IT IS HEREBY ORDERED that:

1. The Application is granted as set forth herein. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.
2. The Debtor is authorized to employ Dentons US LLP as its general Chapter 11 bankruptcy counsel at the expense of the Debtor's estate on the terms set forth in the Application, effective as of the Petition Date.
3. No fees or costs will be paid to Dentons US LLP without prior authorization from the Court.
4. The terms and conditions of this Order shall be immediately effective upon entry of this Order.
5. The Debtor is authorized and directed to take all actions necessary to implement the relief granted in this Order.
6. Notice of the Motion as provided therein shall be deemed good and sufficient notice and the requirements of Bankruptcy Rule 2002 are waived and/or satisfied by such notice.
7. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.